

Dev Information Technology Limited



# 21<sup>ST</sup> ANNUAL REPORT



# “People first; business always”

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We are a “People First” company. We always ensure the continued success of our clients and employees by placing problem solving ahead of anything else and walking the extra mile when needed. This means that we value our engagements with our employees as well as clients and base our consultations on client’s specific goals which empower them to meet their business objectives. Although we work with technology, our primary focus is maintaining a rock solid and secure relationship with each of our clients. Our clients can rely on every professional of our company to deliver exemplary service and become their loyal and valued technology partner.

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HELPING COMPANIES WITH  
**DIGITAL**  
TRANSFORMATION  
BY DELIVERING END-TO-END IT SERVICES



A photograph of a modern building facade with a mix of glass and grey panels. A green banner is overlaid on the right side of the image, containing five lines of white text. The building has a contemporary design with horizontal lines and a glass section on the left. A small sign with a logo and the word 'DEV' is visible on the lower left. Potted plants are arranged along the base of the building.

**ESTABLISHED SINCE 1997**

**CMMi LEVEL 3 COMPANY**

**ISO 9001 CERTIFIED**

**ISO 27001 CERTIFIED**

**500+ CLIENTS GLOBALLY**

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*\*Seated from left to right*

## PRERAK SHAH

WHOLE-TIME DIRECTOR

Mr. Prerak Shah holds MS in Computer Science and has successfully led many IT projects to fruition. “Lead by example” is his mantra for motivating team as while evolving solutions that aptly aligns technology, process and people and in turn, helps business maximize their IT investments. In his 22 years of IT stint, he has assisted corporates across the globe in defining and realizing their digital transformation journey by driving implementation of innumerable IT solutions – spanning from Business Process Automation to Customer experience as well as business intelligence & analytics solutions.

Being PMP himself, he advocates good governance and adheres to project management principles and spearheads company’s PMO processes and as the AVP of PMI’s Ahmedabad Branch (PMI Mumbai Chapter) – he looks after spreading knowledge and awareness of project management practices in Gujarat region.

Helping the less privileged is a subject close to his heart and he leads companies community oriented activities. He has been recognized by Yuva Unstoppable as “Youth Icon” for his continuous support and guidance.

## PRANAV PANDYA

CHAIRMAN & WHOLE-TIME DIRECTOR

Mr. Pranav Pandya is a First Generation Electronic and Microprocessor Engineering entrepreneur with a strong backing of 25 years plus experience. He has very good understanding of technology business implications in local scenarios of both public and private sectors.

A visionary and having an eye for details, he is very well known in the e-Governance power circle as a dependable IT expert who is always finding innovative solutions to a given challenge. He is personally inclined towards rendering his services to the uplifting and modernization of education institutes

His policy of going extra mile translates into association of a long term relationship, making him one of the most well received businessman locally among varied cross-section of the community across the State of Gujarat, India.

He is Vice Chairman Gujarat Innovation Society (GIS) and Director on Board of Gujarat Electronic & Software Industry Association. He is associated with National and State level industry bodies like NASCOM, CII, FICCI, TIE & Gujarat Chamber of Commerce.

# BOARD OF DIRECTORS

## JAIMIN SHAH

MANAGING DIRECTOR

Mr. Jaimin Shah has 20+ years of experience in the IT industry and carries a Bachelor Degree in Computers. He is focused on strengthening strategic partnerships, increasing client relevance and evolving the company's business model towards becoming a next generation global IT consulting and end to end IT Services company. His key priorities are to support the company's growth, manage critical finance function and adhere to regulatory and compliance requirements.

Jaimin has been awarded "Alumni of the Year" by Dharamsinh Desai University (DDU) and also has been elected as Chairman of Domestic Council of NASSCOM, Past Chairperson of Indo-Canada Business Chamber (ICBC), Gujarat Region, Past Chairman of Indo-American Chamber of Commerce (IACC), Gujarat Region, Member of the NASSCOM National Executive Committee and The Institutions of Engineers (I), Gujarat Local Centre. He is Past President of Gujarat Electronics & Software Industries Association (GESIA). He is also trustee of Dewang Mehta Foundation Trust.

He has been recently awarded as Outstanding IT Entrepreneur of the Year by Ahmedabad Management Association.

## VISHAL VASU

WHOLE-TIME DIRECTOR

Mr. Vishal Vasu leads the company's Technology and Innovation ecosystem. He is responsible for managing DEV IT's innovation portfolio and creating new growth drivers for the company. In addition to planning and executing DEV IT's technology roadmap and strategy, Vishal has responsibility for driving innovation through Research & Development activities in DEV Labs and leveraging emerging technologies to bring the newest innovations to clients globally. He provides technical direction across the company in areas of managed services, architecture designs, software technology, and cybersecurity thus supporting project development that fuels business growth. Along with this, he is also leading the Information Technology function for DEV IT, including its infrastructure, systems, processes, and security.

Vishal brings with him extensive systems engineering, software development and information management expertise from over two decades of experience. He is a certified technology specialist on Microsoft platforms, a certified Cybersecurity Expert and carries a diploma of Management in e-Business.

## INDEPENDENT DIRECTORS'

### V V RAMA SUBBA RAO

*IAS, ACS (RETD) | GOVT. OF GUJ.*

Dr. V V Rama Subba Rao is retired IAS Officer. He has spent over 36 years in the Indian Administrative Service, 27 of them in Gujarat. He served the state government in various senior positions as Secretary, Social Welfare, and as Additional Chief Secretary Urban Development, Finance departments and lastly the Home Department.

### Hiren K. Patel

*MD, Nirma Ltd.*

Hiren Patel is Managing Director of Nirma Ltd. His strategic leadership and business acumen helped Nirma surge as a conglomerate, with US\$ 1.5 billion revenue in global arena. With farsighted vision, he plays the key role in overall functioning of the company, with hands-on role for the upcoming projects, procurement and strategic investment deals for inorganic growth.

### ANAND A. PATEL

*Director, Gujarat Apollo Ind. Ltd.*

Anand Patel holds Bachelors in Mechanical Engineering from L. D. College of Engineering, Ahmedabad. An MBA from Johnson Graduate School of Management, USA, he holds Masters of Engineering in Mechanical from Stevens Institute of Technology, USA. He is presently the director of Gujarat Apollo Industries Ltd.

### RAMA MOONDRA

*Premium Educator, Harvard Business Publishing*

Rama Moondra holds a degree of Master in Business Administration and M.S. in Psychotherapy. She is a certified Coach from International Coach Federation and listed as Premium Educator with Harvard Business Publishing, she regularly contributes to Harvard case studies and surveys.



## LEADERSHIP TEAM



**Alpna Sharma**  
HR Manager



**Chaitali Shah**  
Assistant Manager (HR)



**Devaang Bhatt**  
Associate Vice President,  
International Business



**Devang Bhatt**  
Business Development  
Manager



**Debashish Ghosh**  
Sr. Project Manager



**Harshil Shah**  
Chief Financial Officer



**Ketan Shah**  
Sr. Project Manager



**Kaushal Vyas**  
Head Business  
Development, Licensing



**MohammedIrfan  
Balawala**  
Project Manager



**Nilay Bhatt**  
Team Leader



**Paritosh Jani**  
IT Operations Manager



**Sanjay Santoki**  
Technical Account  
Manager (MIT)



**Shomy  
Sathyadevan**  
Project Manager



**Tejas Patel**  
Associate Vice President,  
Public Sector



**Zenul Jinwala**  
Marketing Strategist

## Board of Directors and Key Managerial Personnel

**PRANAV NIRANJANBHAI  
PANDYA**

Chairman & Whole-Time Director

**JAIMIN JAGDISHBHAI  
SHAH**

Managing Director

**VISHAL NAGENDRA  
VASU**

Whole-Time Director

**PRERAK PRADYUMNA  
SHAH**

Whole-Time Director

**VENKATA RAMA SUBBA  
RAO VELAMURI**

Independent Director

**HIREN KARSANBHAI  
PATEL**

Independent Director

**ANAND ANILBHAI  
PATEL**

Independent Director

**RAMA  
MOONDRA**

Woman Independent Director

**HARSHIL HEMANT  
SHAH**

Chief Financial Officer

**KRISA RUPALKUMAR  
PATEL**

Company Secretary and  
Compliance Officer

### Registered Office and Corporate Office:

#### DEV INFORMATION TECHNOLOGY LIMITED

14, Aaryans Corporate Park,  
Nr. Shilaj Railway Crossing, Thaltej  
Ahmedabad-380059, Gujarat, India  
Website: [www.devitpl.com](http://www.devitpl.com)

#### LISTING:

##### NATIONAL STOCK EXCHANGE OF INDIA LIMITED

(SME PLATFORM):  
Exchange Plaza, Plot No. C/1,  
G- Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051, India  
w.e.f. April 17, 2017

#### REGISTRAR & TRANSFER AGENT:

##### LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park, LBS Marg,  
Vikhroli (West), Mumbai-400 083  
Maharashtra, India.  
Tel. No.: +91 22 49186270  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

#### STATUTORY AUDITORS:

##### M/s CHANDULAL M SHAH & CO.

CHARTERED ACCOUNTANTS  
Address: 601, Samrudhi Complex;  
Ashram Road, Income Tax, Ahmedabad - 380 014  
Phone : +91 79 2754 4430  
Email: [bmzinzuvadia@gmail.com](mailto:bmzinzuvadia@gmail.com)  
Firm Registration No.: 101698W  
Contact Person: Bharat M. Zinzuvadia

#### SECRETARIAL AUDITOR:

##### M/S. MURTUZA MANDORWALA & ASSOCIATES

411, Devpath Complex, Near Lal Bungalow  
B/H Super Mall, C.G Road  
Ahmedabad-380009  
Email: [murtuza@csmkmurtuza.com](mailto:murtuza@csmkmurtuza.com)  
COP No.: 14284  
Website: [www.csmkmurtuza.com](http://www.csmkmurtuza.com)

#### CONTACT DETAILS FOR INVESTORS:

##### KRISA R. PATEL

Company Secretary & Compliance Officer  
14, Aaryans Corporate Park,  
Nr. Shilaj Railway Crossing, Thaltej.  
Ahmedabad-380059,  
Gujarat, India  
Tel No: +91-79-26304241/ 26305751;  
E-mail: [cs@devitpl.com](mailto:cs@devitpl.com); Website: [www.devitpl.com](http://www.devitpl.com)





**WE  
IMBIBE**





# OUR VALUES

*What we stand for*

Integrity

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Collaboration

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Innovation

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Respect



**WE**  
**BELIEVE**



# OUR PHILOSOPHY

*What we follow*

People First;  
Business Always



**WE  
COMMIT**





# AWARDS

*Our dedication paid off*



**ChannelWorld Premier  
100 Award 2018**

Channel World



**Top 100 SME's of India  
Award 2018**

India SME Forum



**SKOCH Achiever Order-of-  
Merit Award 2018**

SKOCH Group



**ISODA Award for Innovative  
Strategy Achiever 2018**

ISODA



**Best ICT Managed Service  
Provider by GESIA 2016**

GESIA IT Association



**5 Most Promising IT  
Infrastructure Companies**

SiliconIndia



**Best Smart Technology  
Solution for Governance,  
2016**



**Best Managed IT Services  
Company by ITPV 2015**

ITPV



**The EXCELLENCIA for  
Excellence in ICT Business,  
2016**

and many more...



**WE  
INNOVATE**



*Fostering Innovation by creative thinking*

## Thinking about new things and thinking in new ways.

Currently nurturing passion and determination to immerse in the process of developing new and different ideas on following platform:



### Mixed Reality

Transforming your world and work through mixed reality



### Touch Computing

Experience the future of touch computing



### Business Intelligence with Artificial Intelligence

Analytical assistants that turn visualizations into meaningful conversations





**WE**  
**EXPAND**





# NEARSHORE SUPPORT CENTER

*A way to advanced global delivery model*

## Next Step Towards QUALITY SERVICE DELIVERY

Get advantage of proximity, cultural affinity,  
and ease of doing business with great cost savings



**WE**  
**ACCELERATE**



## Startup Accelerator Program

Designed to support early stage, growth driven Start-ups through education, mentorship, funds and connecting them to the right investors

## Collaborative Work Space

Our state of the art 40,000 Sq. Ft. area, with 700+ seater capacity, first and largest in the state of Gujarat, provides plug & play office spaces, with 24\*7 access to build a strong community of Growth oriented Entrepreneurs.

## Corporate Innovation

We support enterprises to accelerate the pace at which they solve critical business problems by bridging the gap between large Corporates/SMEs/Startups and talented Innovators

## Hackathon-as-a-Solution

Hackathon-as-a-Solution, is a trademark service of Dev Accelerator LLP (DevX) . Our team of experts has in-depth understanding and experience of conceptualizing and executing successful Hackathons across the nation.



**Dear DEV IT Family,**

Greetings on behalf of Team DEV IT

While we celebrated 20<sup>th</sup> anniversary in December 2017, we are also turning One! What I am citing is the fact that DEV IT as public listed company turned One. In that sense, DEV IT is as aggressive and fresh as a Start-up. Therefore, the environment that DEV IT has imbibed is of letting new ideas, plans and strategies flow unbounded from all the ranks of Team DEV IT so that, as far as possible, nothing worthy is missed out by our internal research team DEV LABS. Thanks to this approach, in fact our vision of making it a concurrent and thriving company is alive and the same is evident by palpable effervescence flowing all across the company.

While referring to my message in last year Annual Report, I would like to state that the Year FY 17-18 inherited many interesting, exciting and business

driving events as well activities that DEV IT was involved into in FY16-17. The same underlying current of interesting happenings and dynamism continued for DEV IT during FY 17-18 too. The incredible thrust of positivity among the entire community of Team DEV IT was received when we went public in April 2017. Especially the crescendo of positive business thrust that we experienced during Bell Ringing Ceremony on April 17,2017 with subsequent acceptance of the market kept the fantastic sentiment of positivity alive in all the business achievements the company during the entire FY 17-18.

The jewel in the crown was our efforts to come up with **Start-up incubator, accelerator and Co Working place** – DEV X, with its state of the art set-up has turned into superb success story and has created great buzz in the market. In fact, entire IT Market dynamics across the country started looking at Gujarat with renewed interest with this facility under the mentorship of DEV



## LETTER TO SHAREHOLDERS

IT. The said facilities include provision of co working space and accelerator program, thereby reducing operations and capital cost of a business and availing mentorship. Such value added approach has proved to be outright win-win situation proposition for both the sides i.e. Start-ups as well as DEV X-DEV IT combination.

The classic IT Service portfolio advocated by DEV IT, since last few years, continued its good run of year on year growth in domestic as well as international market in FY 17-18. Further, inclusion of new service lines - Business Intelligence (BI), Mobility, CRM, Cloud Services, Cyber Security; has helped addressing International Markets. At the same time, our strategy of replicating e-Gov Solutions in newer geography within India and Smart City Bespoke solutions also found very promising and growth oriented traction for DEV IT.

Inclusion of the said new service lines was powered by DEV IT's belief rhyming with Mr Stephen Hawking's thought that "Intelligence is the ability to adapt to change". In fact, Business Intelligence practise is opening out very exciting International and domestic business growth avenues for DEV IT in zones of Machine Learning, Artificial Intelligence and Internet of Things. The said service lines will surely be the game changer in coming few years and hence, as these disruptive technologies based service line era unveils at a very fast pace, DEV IT has already geared up its capacity building to ensure readiness. This is clearly reflected in NASSCOM's list of top ten early adopters of Future Skills programme, where DEV IT is proud to hold a position.

Such disruption in technology also spells out responsibility of technology service providers to be at forefront in terms of taking care of the fact that technology should never surmount the humane angle. Hence, Nature as well as Humanity should be paramount while we as technology service provider participate in creation and research of new technology frontiers. Team DEV IT is extremely dedicated and aware on this aspect while rhyming the thoughts of

"dataism" and "techno humanism" as stated by Futurist Yuval Noah Harari. The clients are aligned right from the word 'Go', with holistic evaluation, before we carry out the implementation. Hence, in true sense we try our utmost to adhere with the meaning of "partners in progress", which is also a key behind year-on-year business relationship growth with our clients.

Our philosophy – "People First; Business Always" is at heart of every interaction as well as actions that Team DEV IT carries out. This motto fosters sense of ownership as well as diligence and dedication to take the company towards positive "Heights of Next" and together, we have been able to achieve and win many accolades as well as awards from the industry in FY 17-18.

All the positives cited above has realised for company noteworthy performance again for the year FY 17-18 with turnover clocking at Rs. 67.32 crore and year-on-year growth of 18.39 %.

Hence, on behalf of the company, I am very Thankful to all the Personnel of DEV IT, our ever vigilant Independent Directors for their mentorship and value added inputs towards management aspects, our Business Patrons and Clients, Business Colleagues and Associates, Family elders and Friends for bestowing all the support and encouragement leading us towards the Business Growth.

A Big and very special thanks as well as acknowledgements to DEV IT Shareholder family for having belief in our business acumen, strategy, strength and plans which has secured DEV IT an image of very aspiring and faith laden publicly traded company. We sincerely believe and welcome value added inputs from the shareholder family which can translate into a positive proposition for Team DEV IT.

It gives me immense pleasure, in the above stated backdrop, to place before you the 21<sup>st</sup> Annual Report for the Financial Year 2017-18.

## LETTER TO SHAREHOLDERS

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Last but not the least, please allow me to convey vote of thanks to all the Directors, Key Managerial Personnel, shareholders, customers, bankers, financial advisors and auditors and “DEV ITians” for their continued

support, faith and trust in the company governance which I am sure will continue to be there in the times to come.

With Warm Regards,

**DEV INFORMATION TECHNOLOGY LIMITED.**

**PRANAV N. PANDYA,  
(CHAIRMAN)**

## NOTICE

Notice is hereby given that the **21<sup>ST</sup> ANNUAL GENERAL MEETING OF DEV INFORMATION TECHNOLOGY LIMITED** will be held on **Saturday, 29<sup>th</sup> September, 2018 at 4:00 P.M.** at Block-12 Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej, Ahmedabad-380059, Gujarat, India, to transact the following business:

### ORDINARY BUSINESS:-

#### 1. Adoption of the Financial Statements:

To consider and adopt the Standalone and Consolidated Financial Statements as at 31<sup>st</sup> March, 2018 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of dividend:

To declare dividend on equity shares at the rate of 5% i.e. Rs.0.50/- per share on Equity Shares of the Company for the Financial Year ended 31st March, 2018.

#### 3. Re-appointment of Director retiring by rotation:

To re-appoint a Director in place of Mr. Pranav N. Pandya (DIN: 00021744), who retires by rotation and being eligible offers himself for re-appointment.

#### 4. Modification to the resolution related to appointment of Statutory Auditors:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the amendment to the section 139 of the Companies Act, 2013, effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s. Chandulal M. Shah & Co.) at every Annual General Meeting, from the resolution passed at the shareholders meeting held on September 30<sup>th</sup>, 2016."

### SPECIAL BUSINESS :-

#### 5. To extend the approval of Dev Information Technology Employee Stock Option Plan — 2018 ('ESOP 2018' or 'Plan')

To consider and if thought fit, to pass the following resolution as an Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (b) of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014, ("SBEB Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, rules and regulations, Circulars / guidelines for the time being in force and subject to any such other consents, permissions, sanctions and approvals of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed



or imposed by such authorities while granting such approval(s), and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee including the Nomination and Remuneration Committee ('Compensation Committee') which the board has constituted to exercise its powers including the powers conferred by the resolution), the consent of the Members be and is hereby accorded to the Compensation Committee to extend the benefits of ESOP 2018 proposed, to such persons who are in the permanent employment of the holding/subsidiary company(ies) of the Company, (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), (hereinafter referred to as "Holding / Subsidiary Companies"), whether working in India or out of India and to the directors of the Holding/Subsidiary Companies, whether whole time or not, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Compensation Committee, and selected on the basis of criteria prescribed by the Compensation Committee, hereinafter referred to as "Holding / Subsidiary Companies Employees" at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Compensation Committee in accordance with the ESOP 2018.

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board/ Compensation Committee be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2018 from time to time or to suspend, withdraw, or revive ESOP 2018 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Compensation Committee be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

**By Order of Board of Directors,  
For, Dev Information Technology Limited,**

**Place:- Ahmedabad  
Date:- 29<sup>th</sup> August, 2018**

**Krisa Patel  
(Company Secretary & Compliance Officer)**

**Registered Office:**

**Dev Information Technology Limited,**  
14, Aaryans Corporate Park,  
Nr. Shilaj Railway Crossing,  
Thaltej, Ahmedabad-380059,  
Gujarat, India.  
CIN: L30000GJ1997PLC033479  
Tel. No. +91-79-26304241/ 26305751  
Website: www.devitpl.com  
Email: cs@devitpl.com

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM” or “MEETING”) OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy form is attached with the said notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the Meeting.

Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members.

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to sub -section (1) of section 102 of the Companies Act, 2013 in respect of Special Business is annexed under Annexure-I hereto and forms part of this Notice.
4. A Statement giving the relevant details of the Directors seeking re-appointment under Item No. 3 of the accompanying Notice as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, is annexed under Annexure-I herewith.
5. In case of joint holders attending the Meeting, only such Joint holder who is high in the order of names will be entitled to vote.
6. The record date for the purpose of determining the eligibility of the Members to attend the 21<sup>st</sup> Annual General Meeting of the Company and for the dividend is 21<sup>st</sup> September, 2018.
7. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.
8. Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.

Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends by registering their bank account details with the Company. For further information, you are requested to approach the Registrar and Share Transfer Agent of the Company. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be

automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. to provide efficient and better services.

9. **Members seeking any information or clarification on the accounts are requested to send written queries to the Company, atleast 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.**
10. The Notice of the AGM along with the 21<sup>st</sup> Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the 21<sup>st</sup> Annual Report will also be available on the Company's website viz. [www.devitpl.com](http://www.devitpl.com).
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Link Intime India Pvt. Ltd.
12. Share holders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
13. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of show of hands at the Annual General Meeting.
14. The resolutions shall be deemed to have been passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.
15. The route map showing directions to reach the venue of the 21<sup>st</sup> Annual General Meeting is annexed.



## ANNEXURE- I TO THE NOTICE:

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Details of the Directors seeking re-appointment at the forth coming Annual General Meeting**

**Annexure of Item No: 03:**

|  |  |
|--|--|
| <b>Name of Director</b>                                      | Mr. Pranav Niranjana Pandya  |
| <b>DIN</b>   | 00021744   |
| <b>Date of Birth</b>   | 15/03/1968   |
| <b>Date of first Appointment</b>                             | 23/12/1997   |
| <b>Qualification</b>   | Diploma in Electronics & Radio Engineering.  |
| <b>Expertise in specific functional areas and Experience</b> | <p>Mr. Pranav Pandya hails from Family of Nobles at Rajkot who were legal advisors and administrator of many erstwhile kingdoms in Saurashtra. His parents were advocates with his father going retiring ultimately as Judge Bombay High court.</p> <p>Mr Pranav Pandya is a First Generation Electronic and Microprocessor Engineering entrepreneur with a strong backing of 25 years plus experience. He has very good understanding of technology business implications in local scenarios of both public and private sectors.</p> <p>A visionary and having an eye for details, he is very well known in the e-Governance power circle as a dependable IT expert who is always finding innovative solutions to a given challenge.</p> <p>His policy of going that extra mile translates into association of a long term relationship, making him one of the most well received businessman locally among varied cross-section of the community across the State of Gujarat, India.</p> <p>He is personally inclined towards rendering his services to the uplifting and modernization of education institutes and is active towards initiatives for Public Private Partnership in the said sector.</p> <p>He is Vice Chairman Gujarat Innovation Society (GIS) and Director on Board of Gujarat Electronic &amp; Software Industry Association. He is associated with National and State level industry bodies like NASCOM, CII, FICCI, TiE &amp; Gujarat Chamber of Commerce.</p> |

|  |  |
|--|--|
| <b>Directorship held in other Companies</b>                      | 1. Xduce Infotech Private Limited<br>2. Gesia It Association |
| <b>Committee positions held in other Companies</b>               | Nil  |
| <b>No. of Equity Shares held in the Company as on 31/03/2018</b> | 175500 Shares  |

The Board recommends the resolution at Item No. 3 of the Notice, for appointment of Mr. Pranav Pandya as an Executive Director, for your approval, as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except the director who is being re-appointed, are in any way concerned or interested in the said resolution.

### Annexure of Item No: 04:

The shareholders had, at 19<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2016, appointed M/s. Chandulal M. Shah & Co., Chartered Accountants (FRN: 101698W) as Statutory Auditors of the Company, to hold office from conclusion of 19<sup>th</sup> AGM of the Company till the conclusion of 23<sup>rd</sup> AGM, subject to ratification of such appointment by the shareholders at every AGM.

Pursuant to amendment of section 139 of the Companies Act, 2013 effective from 7<sup>th</sup> May, 2018, the requirement related to ratification of appointment of Statutory Auditors by the members of the Company at every AGM was omitted.

In view of the above, it is proposed to delete the requirement of seeking ratification of appointment of Statutory Auditors at every AGM from resolution passed at the shareholders meeting held on September 30, 2016.

The Board recommends the resolution at Item No. 4 of the Notice, for deleting the requirement of seeking ratification of appointment of Statutory Auditors at every AGM, for your approval, as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the said resolution.

### Annexure of Item No: 05:

The Board of Directors on Monday, March 05, 2018, subject to approval of the shareholders in a General Meeting, has approved the Dev Information Technology Limited Employee Stock Option Plan – 2018 (“ESOP 2018” or “Plan”) to create a sense of ownership within the organization, encourage employees to continue contributing to the success and growth of the organization, attract, retain and motivate employees, encourage and incentivize eligible employees to align their performance with Company objectives and reward them with proportionate ownership in proportion to their contribution.

Share based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organisational objectives by

participating in the ownership of the Company through share based compensation schemes / plans. The Company believes in rewarding its employees and Directors of the Company including Permanent Employees, Directors whether whole time or not, but excluding Promoters, members of the Promoter Group; Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company and that of its existing and future Subsidiary Company(ies) whether in or outside India ("Eligible Persons") as may be decided by the Compensation Committee from time to time in due compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Companies Act, 2013 and rules made thereunder and in compliance with other applicable rules and regulations. By this, the Company will have a new Plan for rewarding the Eligible Employees for their continuous hard work, dedication and support.

The Company intends to implement ESOP 2018 directly through their existing Nomination and Remuneration Committee ("Compensation Committee").

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks members' approval for grant of employee stock options under the Plan ("Options") to the Eligible Employees/ Directors of the Company and those of its Subsidiary Company(s) as decided by the Compensation Committee from time to time in due compliance of the SEBI SBEB Regulations.

The main features of the ESOP 2017 are as under:

## 1. Brief Description of the Plan:

The proposed Plan called the Dev Information Technology Limited Employee Stock Option Plan 2018 ("ESOP 2018" or "Plan") is intended to reward the Eligible Employees of the Company, its Subsidiary and/or Holding Companies in India and abroad, if any, for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization as it views Employee Stock Options as instruments that would enable the Employees also to benefit directly from the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Plan shall be implemented and administered by the Compensation Committee of the Company in compliance with the Companies Act and other applicable rules and regulations.

## 2. Total number of Options to be granted:

The number of options that would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(s) and/or Holding Company(s), if any, under ESOP 2018, in one or more tranches will not more than 5 (five) % of the aggregate number of issued and outstanding equity shares of the Company fully paid-up Shares. Each option would carry a right to apply for 1 (One) Equity Share in the Company of face value of Rs 10/- each, fully paid-up.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to



the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.

Vested Options lapsed due to non-exercise and/ or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Compensation Committee is authorized to re-grant such lapsed / cancelled Options as per the provisions of ESOP 2018, within overall ceiling.

### 3. Identification of Eligible Employees:

Following classes of employees are entitled to participate in ESOP 2018:

- i. A permanent employee of the Company, who has been, working in India or out of India; and
- ii. The Directors of the Company whether whole-time or not but excluding Independent Directors;
- iii. An Employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company.

**It excludes:**

- i. An employee who is a promoter or a person belonging to the promoter group; or
- ii. A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

### 4. Requirements of Vesting and Period of Vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Holding/Subsidiary Company as the case may be subject to minimum vesting period of 12 (Twelve) months from the date of grant. The Compensation Committee may in consultation with the Board and/or at its discretion, lay down certain performance parameters and it shall have the power to prescribe and determine a graded Vesting mechanism based on different levels of achievement of the performance parameters.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

| Quantum                             | Vested Option   | Unvested Options  |
|-------------------------------------|---|---|
| Normal/ Early Retirement            | Exercisable Within 12 months of the date of retirement                  | Lapse   |
| Resignation / Termination w/o Cause | Exercisable Within 30 days of the date of resignation/ termination      | Lapse   |
| Permanent Incapacity                | Exercisable Within 12 months of the date of permanent total disablement | Exercisable Within 12 months of the date of permanent total disablement |

|                                      |   |   |
|--------------------------------------|---|---|
| Death                                | Exercisable by the nominee/legal heir Within 12 months of the date of death | Exercisable by the nominee/legal heir Within 12 months of the date of death |
| Transfer to Subsidiary               | Exercisable During Exercise Period  | Lapse   |
| Termination – misconduct             | Expires & stand terminated  | Expires & stand terminated  |
| Termination due to any other Reasons | Compensation Committee shall have right to decide                           |   |

## 5. Maximum Period within which the Options shall be Vested:

Though the Plan do not envisage any restriction on the maximum period within which the Options shall be Vested, the Options shall vest as long as an employee continues to be in the employment of the Company and as per the performance basis laid down by the Compensation Committee, subject to minimum vesting period of 12 (Twelve) months from the date of grant.

## 6. Exercise Price or Pricing Formula:

The Exercise price per Options shall be determined by the Compensation Committee, from time to time in line with the SEBI SBEB Regulations, Companies Act and any other applicable guidelines which shall not be lower than the face value of the shares, which shall be mentioned in the Letter of Offer.

## 7. Exercise Period and the Process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The Exercise Period of Vested Options shall not exceed 45 (forty-five) days from the date of vesting of the Options.

In order to Exercise, the Vested Options, an Optionee shall serve a prior written notice of 7 (seven) days in the prescribed form, attached to this Plan (“Exercise Notice”) to the Compensation Committee or its authorized representative specifying the intention to Exercise the Vested Options and the number of Options the Optionee wishes to Exercise.

## 8. The lock-in period, if any:

ESOP 2018 does not have any lock-in period and hence this shall not be applicable

## 9. Appraisal Process for Determining Eligibility:

The Compensation Committee reserves the right to offer Options to Eligible Employee(s) subject to the appraisal process. The appraisal process for determining the Employees to whom the Option shall be granted/offered will be specified by the Compensation Committee, and will be based on criteria such as the seniority of the Employee, length of service, performance record, merit of the Employee,

future potential contribution by the Employee and/ or any such other criteria that may be determined by the Compensation Committee at its sole discretion.

**10. Maximum number of Options Per Employee and In Aggregate:**

The maximum number of Options to be granted per Employee and in aggregate shall not exceed 5% (Five) of the issued capital of the company (excluding outstanding warrants and conversions) at the time of grant of options, except with the separate approval of the members of the Company, accorded in a general meeting.

However, the number of Stock Options that may be granted to identified Employees, during any one year, under the Plan shall not equal to or exceed 1% of the total issued Equity Share Capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting.

**11. Whether ESOP 2018 is to be implemented and administered directly by the Company or through a trust:**

ESOP 2018 will be implemented directly by the Company under the guidance of the Compensation Committee of the Board.

**12. Whether ESOP 2018 involves new issue of shares by the Company or secondary acquisition by the trust or both:**

ESOP 2018 shall involve only new issue of shares by the Company.

**13. The amount of loan to be provided for implementation of ESOP 2018 by the company to the trust, its tenure, utilization, repayment terms, etc.:**

ESOP 2018 does not envisage any loan since this is a scheme directly implemented by the Company.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2018:**

ESOP 2018 does not envisage any secondary acquisition and hence this shall not be applicable to the ESOP 2018.

**15. A Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:**

The Company shall comply to the requirements of the 'Guidance Note on Accounting for Employee Share Based Payments' or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements, ESOP 2018 shall be governed by SEBI (SBEB) Regulations, as amended from time to time.

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the Company that the Plan has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

**16. The method which the company shall use to value its options:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of Stock Based Instruments granted. If Intrinsic Value Method is used the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Based Instruments and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Board's report.

**17. Other Terms:**

The Compensation Committee shall have a right to amend, alter or terminate the ESOP 2018 ("Variation") at any time, in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or regulations that may be issued by any appropriate authority from time to time, unless such variation, modification or alteration is detrimental to the interest of the Optionees.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the abovementioned resolution, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Our Directors recommend the abovementioned resolution of the notice for adoption by the shareholders as Special Resolution.

**By Order of Board of Directors,  
For, Dev Information Technology Limited,**

**Place:- Ahmedabad  
Date:- 29<sup>th</sup> August, 2018**

**Krisa Patel  
(Company Secretary & Compliance Officer)**



### DIRECTORS' REPORT

To  
**The Members,**  
**DEV INFORMATION TECHNOLOGY LIMITED**

Your directors are pleased to present the 21<sup>st</sup> Annual Report of your company together with the Audited Statement of Accounts and the Auditor's Report of your company for the financial year ended, 31<sup>st</sup> March, 2018. The summarized financial results for the year ended on 31<sup>st</sup> March, 2018 is as under:

#### 1. HIGHLIGHTS:

The key highlights for the Financial Year 2017-18 are:

**Listed on Stock Exchange:** The Company has achieved a remarkable landmark milestone by getting itself Listed on the SME platform of National Stock Exchange i.e. NSE emerged. The Company came up with an IPO of Equity Shares of Rs 10 each at a premium of Rs 32 in the captioned Financial Year. The Company's shares got listed on NSE platform on 17/04/2017. The company received and overwhelming response from investors and the result of which the issue was oversubscribed by 75 times.

**Revision in Lot Size:** The Lot Size of the Company's shares was revised from 3000 shares to 1500 shares by National Stock Exchange i.e. NSE emerged vide circular Ref. No: 18/2018 dated March 08, 2018.

**Devlabs – Fostering Innovation by Creative Thinking :** At DEVlabs we believe in fostering innovation by creative thinking. We nurture passion and are determined to immerse in the process of developing new and different ideas by thinking about new things and thinking in new ways. Currently team at DEVlabs is working on next-gen technologies like Artificial Intelligence, Chatbots, Augmented Reality, Virtual Reality, Blockchain, etc.

**Dev Accelerator:** Dev Information Technology Ltd. through its subsidiary company i.e. Dev Accelerator LLP (DevX), has setup a massive Accelerator Center for startups, making it a one-stop solution for entrepreneurs to conceive, develop, test and commercially rollout their ideas. The accelerator is having co-working space of about 40,000 square feet at single location with seating capacity for over 700 people. This will be Gujarat largest accelerator. It has focused on Artificial Intelligence (AI), Internet of Things (IOT), Augmented Reality (AR), Virtual Reality (VR) and Financial technology areas.

**Achievements :** Dev Information Technology Ltd. has been awarded with Premier 100 award by Channel World, Top 100 SME's of INDIA by India SME Forum, Achiever Order-of-Merit Award by SKOCH group, Award for Business Excellence by ISODA in 2017-18.

## 2. FINANCIAL RESULTS:

The working results of the company for the year ended are as follows:

| Particulars  | Standalone   |              | Consolidated |              |
|--|--------------|--------------|--------------|--------------|
|  | 2017-18      | 2016-17      | 2017-18      | 2016-17      |
| Net Total Income   | 67,32,85,173 | 56,86,22,353 | 69,94,36,704 | 64,42,55,688 |
| Less: Operation and Admin Expenses   | 58,99,79,713 | 50,23,66,491 | 65,95,65,600 | 57,58,79,500 |
| Profit before depreciation and Taxes   | 8,33,05,460  | 6,62,55,862  | 3,98,71,104  | 6,83,76,188  |
| <b>Less:</b> Depreciation  | 1,74,99,339  | 75,01,438    | 1,74,99,417  | 75,01,438    |
| <b>Add:</b> Extraordinary/ Exceptional Items   | 0            | 0            | 0            | 0            |
| Profit before interest and tax( <b>PBIT</b> )  | 6,58,06,126  | 5,87,54,424  | 2,23,71,687  | 6,08,74,750  |
| <b>Less:</b> Interest  | 1,63,12,229  | 1,53,98,728  | 1,68,69,689  | 1,62,58,806  |
| Profit before Tax ( <b>PBT</b> )   | 4,94,93,897  | 4,33,55,696  | 5,50,19,998  | 4,46,15,945  |
| <b>Less:</b> Taxes (including deferred tax and fringe benefit tax)                                     | 1,50,02,120  | 1,43,51,268  | 1,53,89,894  | 1,47,54,208  |
| Profit after Tax ( <b>PAT</b> )  | 3,44,91,778  | 2,90,04,428  | 3,96,30,104  | 2,98,61,737  |
| Balance brought forward from previous period   | 0            | 0            | 0            | 0            |
| <b>Less:</b> Adjustment of opening liability in respect of employees benefits in accordance with AS-15 | 0            | 0            | 0            | 0            |
| Net profit carried to Balance Sheet  | 3,44,91,778  | 2,90,04,428  | 3,96,30,104  | 2,98,61,737  |

## 3. PERFORMANCE OF YOUR COMPANY:

### Consolidated Financial Result:

The audited consolidated financial statement of your company as on 31st March, 2018 prepared in accordance with the Generally Accepted Accounting Principles in India, relevant applicable regulation 33 of SEBI (LODR) Regulation 2015 and provision of Companies Act, 2013 Forms part of this Annual report.

The Key Aspect of your company consolidated financial performance during the financial year 2017-18 are as follows:

Operational Highlights: The consolidated revenue of the company from Sales is Rs. 69,94,36,703/- as compared to Rs. 64,42,55,688 /- in the previous year.

Financial highlights: The consolidated profit of the company is Rs. 3,96,30,104/- as compared to Rs. 2,98,61,737/- in the previous year.

### **Standalone Financial Highlights:**

Operational Highlights: The standalone revenue of the company from Sales is Rs. 67,32,85,173/- as compared to Rs. 56,86,22,353/- in the previous year.

Financial highlights: The standalone profit of the company is Rs. 3,44,91,778/- as compared to Rs. 2,90,04,428/- in the previous year.

### **4. CHANGE IN SHARE CAPITAL AND INITIAL PUBLIC OFFER:**

The Authorised Share Capital of the Company as on March 31, 2018 was Rs 6,00,00,000/- (Rupees six crore) divided into 60,00,000 (Sixty lakhs) equity shares of Rs 10 each.

During the Year under review, the company has completed the Initial Public Offer (Ipo) and raised a total capital of Rs. 624.96 Lakhs Comprising of 14,88,000 Equity Shares at an issue price of Rs. 42/- per Equity share, including Rs. 32/- towards Security premium.

Due to IPO The Paid-up Share Capital of the company is increased from 4,03,25,000 (Rupees Four Crore Three Lacs Twenty-Five Thousand only) divided into 40,32,500 (Fourty Lacs Thirty Two Thousand Five Hundred) equity shares of Rs. 10/- each to Rs 5,52,05,000 (Rupees Five Crore Fifty-Two Lacs Five Thousand only) divided into 55,20,500 (Fifty-Five Lacs Twenty Thousand Five Hundred) equity shares of Rs 10/- each.

The Equity shares of the company were listed on NSE- Emerge Platform and were permitted to trade with effect from April 17, 2017.

### **5. USE OF PROCEEDS:**

The proceeds raised from the Initial Public Offer (IPO) of the Company are fully utilized as per the Objects of Issue stated in the Company's Prospectus dated March 24, 2017 .

### **6. DIVIDEND:**

Your Director have recommended final dividend @5% (i.e. Rs. 0.50 per equity shares) of Rs. 10/- each on the equity shares out of the profit of the company for the financial year 2017-18. The said dividend, if approved by the shareholders, would involve a cash outflow of Rs. 33,22,236.90/- including Tax there on.

### **7. DEPOSIT:**

During the year under review your company has not accepted any deposits pursuant to the provisions of Section 73 to 76 of the Companies Act, 2013.

### **8. CHANGES IN NATURE OF BUSINESS:**

There is no significant change made in the nature of the company during the financial year.

### 9. NAME OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

Besides exiting subsidiary of the company, the company has incorporated a new subsidiary with 52% contribution in **"M/s. Dev Accelerator LLP"**. The board reviews the affairs of the Company's Subsidiary at regular intervals. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company which form part of this Annual Report.

None of the companies have ceased to be subsidiaries, joint ventures or associate companies.

### 10. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

A report on the performance and financial position of our subsidiary companies as per the Companies Act, 2013 in the prescribed Form **AOC-1** is annexed to Consolidated Financial Statements and hence not repeated here for the sake of brevity. The brief details of the activities carried out by our Subsidiary Companies is provided below.

#### **Dev Info-Tech North America Limited (Canada):**

Dev Info-Tech North America Ltd, (Dev Info-Tech), Canada is a subsidiary company of Dev Information Technology Ltd (DEV IT), India. Dev Info-Tech North America Ltd is a Global Nearshore Centre located in Charlottetown, PEI. Our nearshore center will cater to advancing our various Information Technology services in addition to better quality services. Dev Info-Tech was incorporated to increase focus on international markets as well as meet business demands from America and Europe. Started with two people, the centre is expected to create local employment more than 10 people by the end of this year.

Dev Info-Tech delivers end-to-end IT services worldwide. Beginning from the advisory to execution backed by expert applications and infrastructure management, we optimize our client's IT into a strategic asset. We aim at making our client's digital transformation journey a wonderful experience. Dev Info-Tech is committed to delivering technical support services while meeting client's satisfaction. It provides various information technology and consultancy services, including Enterprise Applications, e-governance solutions, Microsoft Dynamics 365, ERP and CRM, Business Intelligence and Analytics, Technical Support Services, IT Infrastructure Management services, Cloud Services, Custom Application Development, Digital Marketing and Mobile Application Development.

#### **Dev Accelerator LLP (Ahmedabad, Gujarat):**

A massive start-up in the form of Accelerator Center for Start-up companies was announced by DevIT in the form of its subsidiary LLP. Dev Accelerator LLP was formed on 14 September, 2017 in which

DevIT is having 52% contribution. Dev Accelerator LLP, is a Gujarat based Corporate accelerator, and has launched a State-of-the-art and dynamic looking 40,000 Sq. Ft. Co-working space, the biggest in the state of Gujarat. It has established an office solution that is agile enough to support entrepreneurs and gets them onboard right away. Dev Accelerator offers spacious and open workstations, well crafted, state of art furniture, private cabins for bigger teams, meeting and conference rooms or lounge and breakout zone.



Dev Accelerator foray into Co-working space and its not about venturing in the real-estate industry, It has been set up to redefine the work culture among the Startups and SMEs of Gujarat. It strives to provide a fostering environment to businesses and not just a desk. Dev Accelerator have created an innovative framework for the rapid growth of Startups. It focuses on transformative and tumultuous ideas to create solutions for our rapidly ever-changing technology-driven atmosphere. The hosted startups get the most effective infrastructure facilities in the largest co-working space floated by Dev Accelerator in Gujarat. It has built a platform for startups to communicate their vision to a plethora of industry experts. By providing quality support and environment, Dev Accelerator makes sure that the selected startups leave the nest stronger than ever.

### 11. RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM:

Risk management is the identification, evaluation, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability or impact of unfortunate events or to maximize the realization of opportunities. Risk management's objective is to assure uncertainty does not deflect the endeavor from the business goals. An enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

### 12. RELATED PARTY TRANSACTIONS:

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

No material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm's length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and SEBI LODR Regulations.

### 13. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

### 14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Disclosure on details of loans, guarantees and investments pursuant to the provisions of Section 186 of the Companies Act, 2013, and LODR Regulations, are provided in the financial statements.

### 15. TRANSFER TO RESERVES:

The directors have decided to retain the entire amount of Rs. 19.93 crore in the reserves & surplus.

### 16. DIRECTORS & KEY MANAGERIAL PERSONNEL:

#### 1. Retire by Rotation- Mr. Pranav N. Pandya

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Pranav N. Pandya, Executive Director (DIN: 00021744) of the company is liable to retire by rotation in the fourth coming Annual General Meeting and being eligible, seeks re-appointment.

#### 2. Board Evaluation

In compliance with the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### 3. Nomination And Remuneration Policy

The policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated in terms of the provision of The Companies act, 2013 and SEBI (LODR) Regulation, 2015 in order to pay equitable remuneration to the Directors, Key Managerial Personnel and employees of the Company and to harmonise the aspiration of human resources consistent with the goals of the Company.

The remuneration policy is aimed at rewarding performance based on review of achievements on a regular basis. The components of the total remuneration vary for different levels and are governed by Industry pattern, practice, qualification and experience of the employees and responsibilities handled by them. The objectives of the remuneration policy are to motivate and encourage the employees to deliver higher performance and to recognize their contribution.

### 17. DECLARATION BY INDEPENDENT DIRECTORS:

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.

## 18. MEETING OF BOARD OF DIRECTORS AND COMPLIANCE TO SECRETARIAL STANDARD:

### 1. Number of Board Meetings in the year:

During the year 05 meetings of the Board of Director's were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

| Sr. No. | Date on which board Meetings were held | Total Strength Of the Board | No of Directors Present |
|---------|--|-----------------------------|-------------------------|
| 1.      | 12 <sup>th</sup> April, 2017           | 8                           | 4                       |
| 2.      | 30 <sup>th</sup> June, 2017            | 8                           | 6                       |
| 3.      | 26 <sup>th</sup> August, 2017          | 8                           | 7                       |
| 4.      | 13 <sup>th</sup> November, 2017        | 8                           | 5                       |
| 5.      | 05 <sup>th</sup> March, 2018           | 8                           | 8                       |

### 2. Attendance of Directors at Board meetings held in the previous year are as follows:

| Directors                          | Category                                  | No. of Board Meeting |          |
|------------------------------------|---|----------------------|----------|
|                                    |   | Held                 | Attended |
| Mr Pranav Niranjambhai Pandya      | Promoter/Chairman and Whole-time director | 05                   | 05       |
| Mr. Jaimin Jagdishbhai Shah        | Promoter And Managing Director            | 05                   | 04       |
| Mr Vishal Nagendra Vasu            | Whole-time Director                       | 05                   | 05       |
| Mr Prerak Pradyumna Shah           | Whole-time Director                       | 05                   | 05       |
| Mr Venkata Rama Subba Rao Velamuri | Independent Director                      | 05                   | 03       |
| Mr Hiren Karsanbhai Patel          | Independent Director                      | 05                   | 01       |
| Mr Anand Anilbhai Patel            | Independent Director                      | 05                   | 04       |
| Ms. Rama Moondra                   | Woman Independent Director                | 05                   | 03       |

The Company has complied with the provisions of Secretarial Standard 1 (relating to meetings of the Board of Directors) and Secretarial Standard 2 (relating to General meetings) during the year.

## 19. COMMITTEES:

There are three Committees constituted as per Companies Act, 2013 by the company:

## 1. Audit Committee:

| Name of the Director               | Status in Committee | Nature of Directorship             |
|------------------------------------|---------------------|------------------------------------|
| Mr Venkata Rama Subba Rao Velamuri | Chairman            | Independent Non-Executive Director |
| Ms. Rama Moondra                   | Member              | Independent Non-Executive Director |
| Mr. Jaimin Jagdishbhai Shah        | Member              | Managing Director                  |

## 2. Nomination and Remuneration Committee:

| Name of the Director               | Status in Committee | Nature of Directorship             |
|------------------------------------|---------------------|------------------------------------|
| Mr Venkata Rama Subba Rao Velamuri | Chairman            | Independent Non-Executive Director |
| Ms. Rama Moondra                   | Member              | Independent Non-Executive Director |
| Mr. Anand Anilbhai Patel           | Member              | Independent Non-Executive Director |
| Mr. Jaimin J. Shah                 | Member              | Managing Director                  |

## 3. Stakeholders Relationship Committee:

| Name of the Director               | Status in Committee | Nature of Directorship             |
|------------------------------------|---------------------|------------------------------------|
| Mr Venkata Rama Subba Rao Velamuri | Chairman            | Independent Non-Executive Director |
| Ms. Rama Moondra                   | Member              | Independent Non-Executive Director |
| Mr. Hiren Karsanbhai Patel         | Member              | Independent Non-Executive Director |
| Mr. Parav N. Pandya                | Member              | Whole-Time Director                |

- Company Secretary Miss Krisa R Patel is the secretary of all the committees.

## 20. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure - A”. The annual return for the year 2017-18, of the company is also available at [www.devitpl.com](http://www.devitpl.com).

## 21. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013:



1. That in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
3. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the annual financial statements have been prepared on a going concern basis;
5. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
6. That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 22. AUDITORS:

### 1. Statutory Auditors

In the 19<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 M/s Chandulal M. Shah & Co., Chartered Accountants, Ahmedabad having FRN: 101698W was appointed as Statutory Auditors of the Company until the Conclusion of the Annual General Meeting of the Company for the year ended 31.03.2021, subject to ratification by the members at every Annual General Meeting.

The Ministry of Corporate Affairs vide Companies Amendment Act, 2017 omitted the requirement related to ratification of appointment of statutory auditors by members at every AGM w.e.f. 7th May, 2018. Pursuant to the amendment, the Board hereby recommends to the shareholders for their approval that the requirement of seeking ratification of appointment of Statutory Auditors (M/s Chandulal M. Shah & Co.) at every Annual General Meeting (referred in the resolution passed at the Shareholders meeting held on 29<sup>th</sup> September, 2017), be deleted.

### 2. Auditors Report

The report of the Statutory Auditors along with Notes to Accounts is enclosed to this report. The observations made in the Auditors Report are self-explanatory and therefore do not call for any further comments.

### 3. Secretarial Auditor

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s Murtuza Mandorwala & Associates, Practising Company Secretary, Ahmedabad have been appointed

as a Secretarial Auditors of the Company. The report of the Secretarial Auditor is enclosed as **"Annexure-B"**.

#### 4. Internal Auditor

In terms of Section 138 of the Companies Act, 2013 and Rules made there under, M/s. Nisarg J. Shah & Co., Chartered Accountants, Ahmedabad have been appointed as an Internal Auditors of the Company for Financial Year 2017-2018. During the year, the Company continued to implement his suggestions and recommendations to improve the control environment. Their scope of works includes, Review of the accuracy and reliability of the Corporation accounting records and financial reports, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths, opportunities for cost saving and recommending company for improving cost efficiencies.

### 23. DISCLOSURE OF EMPLOYEES REMUNERATION:

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. However, the Annual Report is being sent to the members excluding the said annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of your Company. Any member interested in obtaining a copy of the same may write to the Company Secretary.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as **"Annexure-C"**.

### 24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report and is annexed herewith as **"Annexure D"**.

### 25. CORPORATE GOVERNANCE:

Your company provides utmost importance at best Governance Practices and are designated to act in the best interest of its stakeholders. Better governance practices enables the company to introduce more effective internal controls suitable to the changing nature of business operations, improve performance and also provide an opportunity to increase stakeholders understanding of the key activities and policies of the organisation.

Your Company has incorporated the appropriate standards for corporate governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, company is not filing

Corporate Governance Report to stock exchange quarterly. However, as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company is giving report on corporate governance report in annual report of the company. Details regarding Corporate Governance Report of the Company regarding Compliance of the Conditions of Corporate

Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith as **"Annexure-E"**.

A certificate from M/s Murtuza Mandorwala & Associates, Practising Company Secretary, Ahmedabad confirming compliance to the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to Corporate Governance Report.

### 26. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has constituted an audit committee, therefore it is also mandatory for such Committee to operate the vigil mechanism, and if any of the members of the committee have a conflict of interest in a given case, they should rescue themselves and the others on the committee would deal with the matter on hand, to whom other directors and employees may report their concerns. It provides adequate safeguard against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee or the director nominated to play the role of audit committee, as the case may be, in exceptional cases. The existence of the mechanism may be appropriately communicated within the organization. The detailed Whistle Blower Policy/Vigil Mechanism available on below link:

<https://www.devitpl.com/wp-content/uploads/Vigil-Mechanism-for-Directors-and-Employees.pdf>

### 27. SEXUAL HARASSMENT:

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for staff and secure environment for women employee.

### 28. EQUAL EMPLOYMENT OPPORTUNITIES:

Being an equal opportunity employer, the company will do its utmost to ensure that all of its employees are treated fairly during the period of their employment irrespective of their race, religion, sex (including pregnancy), colour, creed, age, national origin, physical or mental disability, citizenship status, ancestry, marital status veteran status, political affiliation, or any other factor protected by law. All decisions regarding employment will be taken based on merit and business needs only

### 29. POLICY ON CODE OF CONDUCT AND ETHICS:

Being a SME listed Company exemption has been provided to the Company from formulating of Code of Conduct for Board of Directors and Senior Management Personnel. However, Board of Directors has formulated and adopted Code of Business Conduct Ethics for Director & Senior Management

Executive policy. As an organization your Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Your Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of our actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, your Company has laid down a Code of conduct applicable to all the employees of your Company and conducted various awareness sessions across the Company. The Code provides for the matters related to governance, compliance, ethics and other matters. In this regard certificate from Managing Directors as required under Schedule V of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per “Annexure – F”.

The detailed Code of Business Conduct Ethics for Director & Senior Management Executive policy available on below link:

<https://www.devitpl.com/wp-content/uploads/Code-of-Business-Conduct-Ethics-for-Directors-Senior-Management-Executive.pdf>

### 30. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF YOUR COMPANY:

There are no material changes and commitments, affecting the financial position of your Company which has occurred between end of financial year of the Company i.e. March 31, 2018 and the date of Directors' Report i.e. 29<sup>th</sup> August, 2018.

### 31. FOREIGN EXCHANGE EARNINGS AND OUTFLOW:

During the year, the total foreign exchange used was Rs. 4,04,633/- and the total foreign exchange earned was Rs. 13,05,59,001/-.

### 32. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The details of conservation of energy and technology absorption are not applicable to the company hence not furnished.

### 33. MAINTENANCE OF COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company having regards to the nature of the Company's business/ activities.

### 34. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135(1) and 135(5) of the Companies Act, 2013 regarding constitution of Corporate Social Responsibility (CSR) Committee and spending of atleast 2% of average net profit are not applicable to the Company.

### 35. CEO/ CFO CERTIFICATION:

In terms of Regulation 17(8) of the Listing Regulations, the CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2017-18. The certificate received from CFO is attached herewith as per “Annexure – G”.

### 36. LISTING FEES:

The Company affirms that the annual listing fees for the year 2018-19 to The National Stock Exchange of India Limited (NSE) has been duly paid.



### 37. APPRECIATION AND ACKNOWLEDGEMENT:

The Board wishes to place on record their sincere appreciation to all the *DEVITians* and acknowledge with gratitude the effort put in for adopting the Vision, Mission and values of the Company. The board immensely thank all the Departments of Central and State Governments, Tax Authorities, Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India, The National Stock Exchange of India Limited (NSE) and other governmental bodies and look forward to their continued support in near future. The board also places on record deep sense of appreciation and co-operation extended by bankers, shareholders, investors and all other stakeholders, other bodies or agencies for their continued and consistent support to the company during the year.

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Date: - 29<sup>th</sup> August, 2018

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)

## “ANNEXURE A”

### FORM MGT- 9 EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2018 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

| Registration and other details  |   |
|---|---|
| CIN:  | L30000GJ1997PLC033479   |
| Registration Date:  | 23/12/1997  |
| Name of the Company   | Dev Information Technology Limited  |
| Category / Sub-Category of the Company                                    | Company limited by Shares/ Indian/ Non-government company   |
| Address of the Registered Office and contact details                      | 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat 380059, India.<br>Tel No: +91-79-26304241/ 26305751  |
| Whether listed company  | YES, (Listed on 17th April, 2017) on National Stock Exchange of India Limited- (SME Platform)   |
| Name, address and contact details of Registrar and Transfer Agent, if any | LINK INTIME INDIA PRIVATE LIMITED<br>C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India<br>Tel. No.: +91-22 – 49186000<br>Fax No.: +91-22 – 49186060<br>SEBI Regn. No. INR000004058 |

### 1. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sr. No. | Name and Description of main products / service     | NIC Code of the Product/service* | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| 1.      | Reselling of Softwares                              | 46512                            | 44.37%                             |
| 2.      | Maintenance of software & Technical support(Others) | 62013                            | 55.63%                             |

\* As per National Industrial Classification 2008 – Ministry of Statistics and Programme Implementation

## DIRECTORS' REPORT

### 2. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sr. No. | Name and address of the Company     | CIN/GLN/(Corporation no.) | Holding/ subsidiary /associate | % of shares held | Applicable Section |
|---------|-------------------------------------|---------------------------|--------------------------------|------------------|--------------------|
| 1.      | Dev Info-Tech North America Limited | 834578-3                  | Subsidiary                     | 74.42%           | 2(87)              |
| 2.      | Dev Accelerator LLP                 | AAK-5929                  | Subsidiary                     | 52%              | 2(87)              |

### 3. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

#### i. Category-wise Share Holding:

| Sr. No. | Category of Shareholders                                     | Shareholding at the beginning of the year – 2017 |          |         |                   | Shareholding at the beginning of the year - 2018 |          |         |                   | % Change during the year |
|---------|--|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
|         |  | Demat  | Physical | Total   | % of Total Shares | Demat  | Physical | Total   | % of Total Shares |                          |
| (A)     | Shareholding of Promoter and Promoter Group                  |  |          |         |                   |  |          |         |                   |                          |
| [1]     | Indian   |  |          |         |                   |  |          |         |                   |                          |
| (a)     | Individuals / Hindu Undivided Family                         | 3750000  | 0        | 3750000 | 93                | 3777000  | 0        | 3777000 | 68.42             | -24.58                   |
| (b)     | Central Government / State Government(s)                     | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |
| (c)     | Financial Institutions / Banks                               | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |
| (d)     | Any Other (Specify)  |  |          |         |                   |  |          |         |                   |                          |
|         | Sub Total (A)(1)   | 3750000  | 0        | 3750000 | 93                | 3777000  | 0        | 3777000 | 68.42             | -24.58                   |
| [2]     | Foreign  |  |          |         |                   |  |          |         |                   |                          |
| (a)     | Individuals (Non-Resident Individuals / Foreign Individuals) | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |
| (b)     | Government   | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |
| (c)     | Institutions   | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |

## DIRECTORS' REPORT

|     |  |         |   |         |    |         |   |         |       |        |
|-----|--|---------|---|---------|----|---------|---|---------|-------|--------|
| (d) | Foreign Portfolio Investor   | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (e) | Any Other (Specify)  |         |   |         |    |         |   |         |       |        |
|     | Sub Total (A)(2)   | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
|     | Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2) | 3750000 | 0 | 3750000 | 93 | 3777000 | 0 | 3777000 | 68.42 | -24.58 |
| (B) | Public Shareholding  |         |   |         |    |         |   |         |       |        |
| [1] | Institutions   |         |   |         |    |         |   |         |       |        |
| (a) | Mutual Funds / UTI   | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (b) | Venture Capital Funds  | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (c) | Alternate Investment   | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (d) | Foreign Venture Capital Investors                                  | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (e) | Foreign Portfolio Investor   | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (f) | Financial Institutions / Banks                                     | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (g) | Insurance Companies  | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (h) | Provident Funds/ Pension Funds                                     | 0       | 0 | 0       | 0  | 0       | 0 | 0       | 0     | 0      |
| (i) | Any Other (Specify)  |         |   |         |    |         |   |         |       |        |
|     | Sub Total (B)(1)   | 0       | 0 | 0       |    | 0       | 0 | 0       | 0     |        |
| [2] | Central Government/ State Government(s)/ President of India        |         |   |         |    |         |   |         |       |        |
|     | Sub Total (B)(2)   | 0       | 0 | 0       |    | 0       | 0 | 0       | 0     |        |
| [3] | Non-Institutions   |         |   |         |    |         |   |         |       |        |
| (a) | Individuals  |         |   |         |    |         |   |         |       |        |

## DIRECTORS' REPORT

|      |  |                |          |                |          |                |          |                |            |       |
|------|--|----------------|----------|----------------|----------|----------------|----------|----------------|------------|-------|
| (i)  | Individual shareholders holding nominal share capital upto Rs. 1 lakh.               | 0              | 0        | 0              |          | 458653         | 0        | 458653         | 8.31       | 8.31  |
| (ii) | Individual shareholders holding nominal share capital in excess of Rs. 1 lakh        | 0              | 0        | 0              | 0        | 555000         | 0        | 555000         | 10.05      | 10.05 |
| (b)  | NBFCs registered with RBI  | 0              | 0        | 0              | 0        | 0              | 0        | 0              | 0          | 0     |
| (c)  | Employee Trusts  | 0              | 0        | 0              | 0        | 0              | 0        | 0              | 0          | 0     |
| (d)  | Overseas Depositories(holding DRs) (balancing figure)                                | 0              | 0        | 0              | 0        | 0              | 0        | 0              | 0          | 0     |
| (e)  | Any Other (Specify)  |                |          |                |          |                |          |                |            |       |
|      | Hindu Undivided Family   | 0              | 0        | 0              | 0        | 123000         | 0        | 123000         | 2.23       | 2.23  |
|      | Clearing Member  | 0              | 0        | 0              | 0        | 81273          | 0        | 81273          | 1.47       | 1.47  |
|      | Bodies Corporate   | 282500         | 0        | 282500         | 7        | 525574         | 0        | 525574         | 9.52       | 2.252 |
|      | Sub Total (B)(3)   | 0              | 0        | 0              | 0        | 1743500        | 0        | 1743500        | 31.58      | 31.58 |
|      | Total Public Shareholding(B) =(B)(1)+(B)(2)+(B)(3)                                   | 0              | 0        | 0              | 0        | 1743500        | 0        | 1743500        | 31.58      | 31.58 |
|      | Total (A)+(B)  | 0              | 0        | 0              | 0        | 5520500        | 0        | 5520500        | 100        |       |
| (C)  | Non Promoter - Non Public  |                |          |                |          |                |          |                |            |       |
| [1]  | Custodian/DR Holder  | 0              | 0        | 0              | 0        | 0              | 0        | 0              | 0          | 0     |
| [2]  | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0              | 0        | 0              | 0        | 0              | 0        | 0              | 0          | 0     |
|      | <b>Total (A)+(B)+(C)</b>   | <b>4032500</b> | <b>0</b> | <b>4032500</b> | <b>0</b> | <b>5520500</b> | <b>0</b> | <b>5520500</b> | <b>100</b> |       |



## ii. Shareholding Of Promoters& Promoter Group:

| Sr. No. | Shareholder's Name           | Shareholding at the beginning of the year-2017 |                                  |   | Share holding at the end of the year-2018 |                                  |   | % change in share holding during the year |
|---------|------------------------------|--|----------------------------------|---|---|----------------------------------|---|---|
|         |                              | No. of Shares                                  | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares                             | % of total Shares of the company | %of Shares Pledged / encumbered to total shares |   |
| 1.      | Amisha Jayminbhai Shah       | 337500   | 8.37                             | NIL   | 337500                                    | 6.11                             | NIL   | -2.26                                     |
| 2.      | Hemant Suryakant Shah        | 337500   | 8.37                             |   | 337500                                    | 6.11                             |   | -2.26                                     |
| 3.      | Kruti Pranav Pandya          | 337500   | 8.37                             |   | 337500                                    | 6.11                             |   | -2.26                                     |
| 4.      | Madhuri Niranjanbhai Pandya  | 337500   | 8.37                             |   | 337500                                    | 6.11                             |   | -2.26                                     |
| 5.      | Saryuben Mahendrabhai Shah   | 337500   | 8.37                             |   | 337500                                    | 6.11                             |   | -2.26                                     |
| 6.      | Pratibhaben Mohanlal Desai   | 318750   | 7.90                             |   | 318750                                    | 5.77                             |   | -2.13                                     |
| 7.      | Jaimin Jagdishbhai Shah      | 297000   | 7.37                             |   | 297000                                    | 5.38                             |   | -1.99                                     |
| 8.      | Aarti Prerak Shah            | 187500   | 4.65                             |   | 205500                                    | 3.72                             |   | -0.93                                     |
| 9.      | Prerak Pradyumna Shah        | 187500   | 4.65                             |   | 187500                                    | 3.40                             |   | -1.25                                     |
| 10.     | Manisha Mahendrakumar Shah   | 175500   | 4.35                             |   | 175500                                    | 3.18                             |   | -1.17                                     |
| 11.     | Pranav Niranjanbhai Pandya   | 175500   | 4.35                             |   | 175500                                    | 3.18                             |   | -1.17                                     |
| 12.     | Sapna Vishal Vasu            | 150000   | 3.72                             |   | 159000                                    | 2.88                             |   | -0.84                                     |
| 13.     | Jayshreeben Jagdishbhai Shah | 150000   | 3.72                             |   | 150000                                    | 2.72                             |   | -1.0                                      |

## DIRECTORS' REPORT

|     |                               |                |              |                |              |               |
|-----|-------------------------------|----------------|--------------|----------------|--------------|---------------|
| 14. | Vishal Nagendra Vasu          | 150000         | 3.72         | 150000         | 2.72         | -1.0          |
| 15. | Pranav Niranjana Pandya Huf   | 82690          | 2.05         | 82690          | 1.50         | -0.55         |
| 16. | Jaimin Jagdishbhai Shah Huf . | 82685          | 2.05         | 82685          | 1.80         | -0.25         |
| 17. | Vishal Vasu Huf .             | 75000          | 1.86         | 75000          | 1.36         | -0.5          |
| 18. | Rakhi Jagdishbhai Shah        | 11475          | 0.28         | 11475          | 0.21         | -0.07         |
| 19. | Niranjana Satishbhai Jambudi  | 6750           | 0.17         | 6750           | 0.12         | -0.05         |
| 20. | Urmilaben Surendrabhai Parikh | 6750           | 0.17         | 6750           | 0.12         | -0.05         |
| 21. | Jagdishbhai Chinubhai Shah    | 3375           | 0.08         | 3375           | 0.06         | -0.02         |
| 22. | Meeta Hemant Shah             | 2025           | 0.05         | 2025           | 0.03         | -0.02         |
|     | <b>TOTAL</b>                  | <b>3750000</b> | <b>93.00</b> | <b>3777000</b> | <b>68.42</b> | <b>-24.58</b> |

### iii. Change In Promoters' Shareholding:

| Sr. No. | Name of Promoter | Shareholding at the beginning of the year-2017 |                                  | Date       | Increase/D decrease in shareholding | Reason                            | Shareholding at the end of the year-2018 |                                  |
|---------|------------------|--|----------------------------------|------------|-------------------------------------|-----------------------------------|--|----------------------------------|
|         |                  | No. of shares                                  | % of Total Shares of the Company |            |                                     |                                   | No. of shares                            | % of Total Shares of the Company |
| 1.      | Jaimin J. Shah   | 297000   | 7.37                             | 14.04.2017 | Nil                                 | Due to allotment of shares in IPO | 297000                                   | 5.38                             |
| 2.      | Pranav N. Pandya | 175500   | 4.35                             | 14.04.2017 | Nil                                 | Due to allotment of shares in IPO | 175500                                   | 3.18                             |
| 3.      | Amisha J. Shah   | 337500   | 8.37                             | 14.04.2017 | Nil                                 | Due to allotment of shares in IPO | 337500                                   | 6.11                             |

|    |                        |        |      |            |     |                                   |        |      |
|----|------------------------|--------|------|------------|-----|-----------------------------------|--------|------|
| 4. | Kruti P. Pandya        | 337500 | 8.37 | 14.04.2017 | Nil | Due to allotment of shares in IPO | 337500 | 6.11 |
| 5. | Jaimin J. Shah (HUF)   | 82685  | 2.05 | 14.04.2017 | Nil | Due to allotment of shares in IPO | 82685  | 1.50 |
| 6. | Pranav N. Pandya (HUF) | 82690  | 2.05 | 14.04.2017 | Nil | Due to allotment of shares in IPO | 82690  | 1.50 |

## iv. Shareholding Pattern Of Top Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

| Sr. No. | Name of Shareholder     | Shareholding at the beginning of the year-2017 |                                  | Date       | Increase/Decrease in shareholding | Reason                            | Cumulative Shareholding at the beginning of the year-2018 |                                  |
|---------|-------------------------|--|----------------------------------|------------|-----------------------------------|-----------------------------------|---|----------------------------------|
|         |                         | No. of shares                                  | % of Total Shares of the Company |            |                                   |                                   | No. of shares   | % of Total Shares of the Company |
| 1.      | Hi Tech Isolutions Llp  | 282500   | 7                                | 14.04.2017 | Nil                               | Due to allotment of shares in IPO | 282500  | 5.12                             |
| 2.      | Beeline Broking Limited | 0  | 00                               | 21.04.2017 | 3000                              | Transfer                          | 3000  | 0.053                            |
|         |                         |  |                                  | 05.05.2017 | 3000                              | Transfer                          | 6000  | 0.11                             |
|         |                         |  |                                  | 12.05.2017 | 9000                              | Transfer                          | 15000   | 0.27                             |
|         |                         |  |                                  | 19.05.2017 | -9000                             | Transfer                          | 6000  | 0.11                             |
|         |                         |  |                                  | 26.05.2017 | 6000                              | Transfer                          | 12000   | 0.22                             |
|         |                         |  |                                  | 16.06.2017 | 3000                              | Transfer                          | 15000   | 0.27                             |
|         |                         |  |                                  | 30.06.2017 | -6000                             | Transfer                          | 9000  | 0.16                             |
|         |                         |  |                                  | 11.08.2017 | 3000                              | Transfer                          | 12000   | 0.22                             |
|         |                         |  |                                  | 18.08.2017 | 3000                              | Transfer                          | 15000   | 0.27                             |
|         |                         |  |                                  | 25.08.2017 | 45000                             | Transfer                          | 60000   | 1.08                             |
|         |                         |  |                                  | 01.09.2017 | 3000                              | Transfer                          | 63000   | 1.14                             |
|         |                         |  |                                  | 08.09.2017 | 69000                             | Transfer                          | 132000  | 2.40                             |
|         |                         |  |                                  | 15.09.2017 | -12000                            | Transfer                          | 120000  | 2.17                             |
|         |                         |  |                                  | 29.09.2017 | 39000                             | Transfer                          | 159000  | 2.88                             |
|         |                         |  |                                  | 06.10.2017 | 30000                             | Transfer                          | 189000  | 3.42                             |

## DIRECTORS' REPORT

|    |                        |   |   |            |         |          |        |      |
|----|------------------------|---|---|------------|---------|----------|--------|------|
|    |                        |   |   | 13.10.2017 | 24000   | Transfer | 213000 | 3.85 |
|    |                        |   |   | 20.10.2017 | 12000   | Transfer | 225000 | 4.07 |
|    |                        |   |   | 27.10.2017 | 3000    | Transfer | 228000 | 4.13 |
|    |                        |   |   | 01.12.2017 | -27000  | Transfer | 201000 | 3.64 |
|    |                        |   |   | 08.12.2017 | 18000   | Transfer | 219000 | 3.96 |
|    |                        |   |   | 15.12.2017 | -6000   | Transfer | 213000 | 3.85 |
|    |                        |   |   | 22.12.2017 | -102000 | Transfer | 111000 | 2.01 |
|    |                        |   |   | 29.12.2017 | -21000  | Transfer | 90000  | 1.63 |
|    |                        |   |   | 05.01.2018 | 9000    | Transfer | 99000  | 1.79 |
|    |                        |   |   | 12.01.2018 | 48000   | Transfer | 147000 | 2.66 |
|    |                        |   |   | 19.01.2018 | 6000    | Transfer | 153000 | 2.77 |
|    |                        |   |   | 26.01.2018 | 6000    | Transfer | 159000 | 2.88 |
|    |                        |   |   | 09.02.2018 | 6000    | Transfer | 165000 | 2.98 |
|    |                        |   |   | 02.03.2018 | 9000    | Transfer | 174000 | 3.15 |
|    |                        |   |   | 09.03.2018 | 12000   | Transfer | 186000 | 3.36 |
|    |                        |   |   | 16.03.2018 | -12000  | Transfer | 174000 | 3.15 |
|    |                        |   |   | 23.03.2018 | 15000   | Transfer | 189000 | 3.42 |
|    |                        |   |   | 31.03.2018 | 6000    | Transfer | 195000 | 3.53 |
|    | AT THE END OF THE YEAR |   |   |            |         |          | 195000 | 3.53 |
| 2. | Pulin Vinoobhai Patel  | 0 | 0 |            | 0       |          | 0      | 0    |
|    |                        |   |   | 12.05.2017 | 32754   | Transfer | 32754  | 0.59 |
|    |                        |   |   | 19.05.2017 | 9246    | Transfer | 42000  | 0.76 |
|    |                        |   |   | 27.07.2017 | 18000   | Transfer | 60000  | 1.08 |
|    |                        |   |   | 08.09.207  | 29948   | Transfer | 89948  | 1.62 |
|    |                        |   |   | 13.10.2017 | 6052    | Transfer | 96000  | 1.73 |
|    |                        |   |   | 11.11.2017 | 3000    | Transfer | 99000  | 1.79 |
|    |                        |   |   | 17.11.2017 | -3000   | Transfer | 96000  | 1.73 |
|    |                        |   |   | 24.11.2017 | -6000   | Transfer | 90000  | 1.63 |
|    |                        |   |   | 01.12.2017 | 3000    | Transfer | 93000  | 1.68 |
|    |                        |   |   | 22.12.2017 | -3000   | Transfer | 90000  | 1.63 |
|    |                        |   |   | 05.01.2018 | -3000   | Transfer | 870000 | 1.57 |
|    |                        |   |   | 02.03.2018 | 21000   | Transfer | 108000 | 1.95 |
|    | AT THE END OF THE YEAR |   |   |            |         |          | 108000 | 1.95 |

## DIRECTORS' REPORT

|    |                           |   |   |            |        |          |        |      |
|----|---------------------------|---|---|------------|--------|----------|--------|------|
| 3. | Rushabh Pravinchadra Shah | 0 | 0 |            | 0      |          | 0      | 0    |
|    |                           |   |   | 21.04.2017 | 9000   | Transfer | 9000   | 0.16 |
|    |                           |   |   | 26.05.2017 | 45000  | Transfer | 54000  | 0.97 |
|    |                           |   |   | 02.06.2017 | -15000 | Transfer | 39000  | 0.70 |
|    |                           |   |   | 08.09.2017 | 12000  | Transfer | 51000  | 0.92 |
|    |                           |   |   | 15.09.2017 | 51000  | Transfer | 102000 | 1.84 |
|    |                           |   |   | 30.09.2017 | -51000 | Transfer | 51000  | 0.92 |
|    |                           |   |   | 22.12.2017 | 6000   | Transfer | 57000  | 1.03 |
|    |                           |   |   | 12.01.2018 | 3000   | Transfer | 60000  | 1.08 |
|    | AT THE END OF THE YEAR    |   |   |            |        |          | 60000  | 1.08 |
| 5. | Vinod Lodha               | 0 | 0 |            | 0      |          | 0      | 0    |
|    |                           |   |   | 14.04.2017 | 18000  | Transfer | 18000  | 0.32 |
|    |                           |   |   | 24.04.2017 | 18000  | Transfer | 36000  | 0.65 |
|    |                           |   |   | 28.04.2017 | -18000 | Transfer | 18000  | 0.32 |
|    |                           |   |   | 26.05.2017 | 18000  | Transfer | 36000  | 0.65 |
|    |                           |   |   | 02.06.2017 | -18000 | Transfer | 18000  | 0.32 |
|    |                           |   |   | 30.06.2017 | 33000  | Transfer | 51000  | 0.92 |
|    |                           |   |   | 15.09.2017 | 51000  | Transfer | 102000 | 1.84 |
|    |                           |   |   | 30.09.2017 | -51000 | Transfer | 51000  | 0.92 |
|    | AT THE END OF THE YEAR    |   |   |            |        |          | 51000  | 0.92 |
| 6. | Param Darshan Mahendra    | 0 | 0 |            | 0      |          | 0      | 0    |
|    |                           |   |   | 22.12.2017 | 36000  | Transfer | 36000  | 0.65 |
|    | AT THE END OF THE YEAR    |   |   |            |        |          | 36000  | 0.65 |
| 7. | Global Park Developer LLP | 0 | 0 |            | 0      |          | 0      | 0    |
|    |                           |   |   | 14.04.2017 | 6000   | Transfer | 6000   | 0.18 |
|    |                           |   |   | 16.03.2018 | 24000  | Transfer | 30000  | 0.54 |
|    | AT THE END OF THE YEAR    |   |   |            |        |          | 30000  | 0.54 |
| 8. | Hemang Yagnesh Shah       | 0 | 0 |            | 0      |          | 0      | 0    |
|    |                           |   |   | 28.04.2017 | 9000   | Transfer | 9000   | 0.16 |
|    |                           |   |   | 08.12.2017 | -3000  | Transfer | 6000   | 0.10 |
|    |                           |   |   | 22.12.2017 | 30000  | Transfer | 36000  | 0.65 |
|    |                           |   |   | 31.03.2018 | -6000  | Transfer | 30000  | 0.54 |



## DIRECTORS' REPORT

|     |                        |   |   |            |        |          |       |      |
|-----|------------------------|---|---|------------|--------|----------|-------|------|
|     | AT THE END OF THE YEAR |   |   |            |        |          | 30000 | 0.54 |
| 9.  | Chandrasinh B. Dhadhal | 0 | 0 |            | 0      |          | 0     | 0    |
|     |                        |   |   | 14.04.2017 | 3000   | Transfer | 3000  | 0.05 |
|     |                        |   |   | 21.04.2017 | 6000   | Transfer | 9000  | 0.16 |
|     |                        |   |   | 11.08.2017 | 6000   | Transfer | 15000 | 0.21 |
|     |                        |   |   | 25.08.2017 | 12000  | Transfer | 27000 | 0.48 |
|     |                        |   |   | 15.09.2017 | 27000  | Transfer | 54000 | 0.97 |
|     |                        |   |   | 30.09.2017 | -27000 | Transfer | 27000 | 0.48 |
|     | AT THE END OF THE YEAR |   |   |            |        |          | 27000 | 0.48 |
| 10. | Shital Ashokbhai Shah  | 0 | 0 |            | 0      |          | 0     | 0    |
|     |                        |   |   | 22.12.2017 | 24000  | Transfer | 24000 | 0.43 |
|     | AT THE END OF THE YEAR |   |   |            |        |          | 24000 | 0.43 |

### v. Shareholding Of Directors And Key Managerial Personnel:

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year-2017 |                                  | Date       | Increase / Decrease in shareholding | Reason                            | % of Shares Pledged / encumbered to total shares | Shareholding at the end of the year-2018 |                                  | % change in share holding during the year |
|---------|--------------------|--|----------------------------------|------------|-------------------------------------|-----------------------------------|--|--|----------------------------------|---|
|         |                    | No. of shares                                  | % of Total Shares of the Company |            |                                     |                                   |  | No. of shares                            | % of Total Shares of the Company |   |
| 1.      | Jaimin J. Shah     | 297000   | 7.37                             | 14.04.2017 | Nil                                 | Due to allotment of shares in IPO | Nil  | 297000                                   | 5.38                             | -1.99                                     |
| 2.      | Pranav N. Pandya   | 175500   | 4.35                             | 14.04.2017 | Nil                                 | Due to allotment of shares in IPO | Nil  | 175500                                   | 3.18                             | -1.17                                     |
| 3.      | Prerak P. Shah     | 187500   | 4.65                             | 14.04.2017 | Nil                                 | Due to allotment of shares in IPO | Nil  | 187500                                   | 3.40                             | -1.25                                     |
| 4.      | Vishal N. Vasu     | 150000   | 3.72                             | 14.04.2017 | Nil                                 | Due to allotment of shares in IPO | Nil  | 150000                                   | 2.72                             | -1.0                                      |
| 5.      | Harshil H. Shah    | Nil  | Nil                              | Nil        | Nil                                 | Nil                               | Nil  | Nil                                      | Nil                              | Nil                                       |
| 6.      | Krisa R. Patel     | Nil  | Nil                              | Nil        | Nil                                 | Nil                               | Nil  | Nil                                      | Nil                              | Nil                                       |

## vi. Indebtedness:

Indebtedness Of The Company Including Interest Outstanding/Accrued But Not Due For Payment:

| Particulars  | Secured Loans excluding deposits | Unsecured Loans   | Deposits | Total Indebtedness |
|--|----------------------------------|-------------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                   |          |                    |
| i) Principal Amount  | 4,67,54,193                      | 4,57,0515         | 0        | 5,131,5,708        |
| ii) Interest due but not paid                              | -                                | -                 | -        | -                  |
| iii) Interest accrued but not Due                          | -                                | -                 | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | <b>4,67,54,193</b>               | <b>4,570,515</b>  | <b>0</b> | <b>5,13,15,708</b> |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                   |          |                    |
| Net Addition   | 36,00,46,980                     | 0                 | 0        | 36,00,46,980       |
| Net Reduction  | 32,36,62,970                     | 20,15,865         | 0        | 32,56,78,835       |
| <b>Net Change</b>  | <b>3,63,84,010</b>               | <b>-20,15,865</b> | <b>0</b> | <b>3,43,68,145</b> |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                   |          |                    |
| i) Principal Amount  | 3,63,84,010                      | 21,70,514         | 0        | 3,90,94,524        |
| ii) Interest due but not paid                              | 0                                | 3,84,136          | 0        | 3,84,136           |
| iii) Interest accrued but not due                          | 0                                | 0                 | 0        | 0                  |
| <b>Total (i+ii+iii)</b>                                    | <b>8,84,83,998</b>               | <b>25,54,650</b>  | <b>0</b> | <b>9,10,38,648</b> |

## vii. Remuneration Of Directors And Key Managerial Personnel:

### i. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lacs)

| Sr. No. | Particulars of Remuneration   | Jaimin J. Shah | Pranav N. Pandya | Vishal N. Vasu | Prerak P. Shah |
|---------|---|----------------|------------------|----------------|----------------|
| 1       | <b>Gross Salary</b>   |                |                  |                |                |
|         | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 23.78          | 23.78            | 18             | 15             |

## DIRECTORS' REPORT

|   |  |                |              |              |              |
|---|--|----------------|--------------|--------------|--------------|
|   | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961      | 0.67           | 0.47         | 8.89         | 0.38         |
|   | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961 | -              | -            | -            | -            |
| 2 | Stock Options  | -              | -            | -            | -            |
| 3 | Sweat Equity   | -              | -            | -            | -            |
| 4 | Commission   |                |              |              |              |
|   | As % profit  | -              | -            | -            | -            |
|   | Others, specify  |                |              |              |              |
|   | Contribution towards PF  | -              | -            | -            | -            |
| 5 | Others, please specify   | -              | -            | -            | -            |
|   | <b>TOTAL (A)</b>   | <b>24.45</b>   | <b>24.25</b> | <b>26.89</b> | <b>15.38</b> |
|   | CEILING AS PER THE ACT   | NOT APPLICABLE |              |              |              |

### ii. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

(Rs. In Lacs)

| Sr. No. | Particulars of Remuneration   | Harshil H. Shah (CFO) | Krisa Patel (Company Secretary) |
|---------|---|-----------------------|---------------------------------|
| 1       | Gross Salary  |                       |                                 |
|         | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 6.00                  | 2.16                            |
|         | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   | -                     | -                               |
|         | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              | -                     | -                               |
| 2       | Stock Options   | -                     | -                               |
| 3       | Sweat Equity  | -                     | -                               |
| 4       | Commission  |                       |                                 |
|         | As % profit   | -                     | -                               |
|         | Others, specify   |                       |                                 |
|         | Contribution towards PF   | -                     | -                               |
| 5       | Others, please specify  | -                     | -                               |
|         | <b>TOTAL (A)</b>  | <b>6.00</b>           | <b>2.16</b>                     |

## viii. Penalties / Punishment/ Compounding Of Offences:

| Type                         | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/NCLT/COURT] | Appeal made, if any (give Details) |
|------------------------------|------------------------------|-------------------|--|---------------------------|------------------------------------|
| A. COMPANY                   |                              |                   |  |                           |                                    |
| Penalty                      | Nil                          |                   |  |                           |                                    |
| Punishment                   | Nil                          |                   |  |                           |                                    |
| Compounding                  | Nil                          |                   |  |                           |                                    |
| B. DIRECTORS                 |                              |                   |  |                           |                                    |
| Penalty                      | Nil                          |                   |  |                           |                                    |
| Punishment                   | Nil                          |                   |  |                           |                                    |
| Compounding                  | Nil                          |                   |  |                           |                                    |
| C. OTHER OFFICERS IN DEFAULT |                              |                   |  |                           |                                    |
| Penalty                      | Nil                          |                   |  |                           |                                    |
| Punishment                   | Nil                          |                   |  |                           |                                    |
| Compounding                  | Nil                          |                   |  |                           |                                    |

Place:-Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Date: -29<sup>th</sup> August, 2018

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)

### "ANNEXURE B"

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule  
No.9 of the Companies (Appointment and Remuneration Personnel)  
Rules, 2014]

To,  
The Members,  
**DEV INFORMATION TECHNOLOGY LIMITED**  
14, Aaryans Corporate Park, Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad-380059  
CIN: L30000GJ1997PLC033479

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DEV INFORMATION TECHNOLOGY LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company (books, papers, minute books, forms and returns filed and other records maintained by the company) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2018 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015;

(VI) Other Applicable Acts, - As per Management representation there are no other specific act applicable to the company

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Various Committee of the Company that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

## DIRECTORS' REPORT

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc

*Place:* Ahmedabad

*Date:* 25/08/2018

Murtuza Kaizar Mandorwala  
Proprietor  
Murtuza Mandorwala & Associates  
ACS No. 38021  
C P No.: 14284

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## 'ANNEXURE A'

To,  
The Members  
**DEV INFORMATION TECHNOLOGY LIMITED**

Our Secretarial Audit Report of even date is to be read along with this letter.

### **Management's Responsibility**

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer**

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

*Place:* Ahmedabad

*Date:* 25/08/2018

Murtuza Kaizar Mandorwala  
Proprietor  
Murtuza Mandorwala & Associates  
ACS No. 38021  
C P No.: 14284

## DIRECTORS' REPORT

### "ANNEXURE C"

**Particulars Pursuant To Section 197(12) Of The Companies Act, 2013 Read With Rule 5 Of The Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014:**

1. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

| Name             | Ratio  |
|------------------|--------|
| Jaimin J. Shah   | 26.88% |
| Pranav N. Pandya | 26.66% |
| Vishal N. Vasu   | 29.56% |
| Prerak P. Shah   | 16.91% |

2. The percentage in increase/decrease in remuneration of each Managing Director, Chief financial Officer, Chief Executive officer, if any, in the financial year:

| Name             | Designation                      | %Increase / % Decrease |
|------------------|----------------------------------|------------------------|
| Jaimin J. Shah   | Managing Director                | NIL                    |
| Pranav N. Pandya | Chairman and Whole-time Director | NIL                    |
| Vishal N. Vasu   | Whole-time Director              | NIL                    |
| Prerak P. Shah   | Whole-time Director              | NIL                    |
| Harshil H. Shah  | Chief Financial Officer          | NIL                    |
| Krisa Patel      | Company Secretary                | NIL                    |

3. The percentage increase in the median remuneration of employees in the financial year : 18%
4. The number of permanent employees in the Company: 820
5. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Date: - 29<sup>th</sup> August, 2018

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)

## "ANNEXURE D"

### MANAGEMENT DISCUSSIONS AND ANALYSIS

#### INDUSTRY OVERVIEW:

On study of the reports from NASSCOM, write up by India Brand Equity Foundation (IBEF is a Trust established by the Department of Commerce, Ministry of Commerce and Industry, Government of India), the snapshot of the Information Technology and Information Technology enabled Services related Industry segment of India reveals that

- The global digitalisation transformation market size is expected to rise at a CAGR of 18.56 per cent from US\$ 1.2 trillion in 2017 to US\$ 2 trillion in 2020.
- India's IT industry is increasingly focusing on digital opportunities as it is poised to be a major segment in the next few years. It is also currently the fastest growing segment, growing over 30 per cent annually.
- Export revenue from digitalisation segment already forms about 20 per cent of the industry's total export revenue as exports have grown at a CAGR of 50.76 per cent to an estimated US\$ 25 billion in FY18.
- Revenue from digital is expected to comprise 38 per cent of the forecasted US\$ 350 billion industry revenue by 2025.
- Total PE/VC investments in FY17 were observed to be US\$ 7 billion, which increased at a CAGR of 27.25 per cent from US\$ 0.8 billion in FY08
- Total number of PE/VC investment deals reached 322 in FY17. During April-December 2017, 245 PE/VC deals were undertaken in the IT-BPM sector.

#### PREFACE:

The global sourcing market in India continues to grow at a higher pace. India is the leading sourcing destination across the world, amounting to approximately 55 per cent market share of the US\$ 185-190 billion global services sourcing business in 2017-18. Indian IT & ITeS companies have set up over 1,000 global delivery centres in about 80 countries across the world.

India's cost competitiveness in providing IT services, cost savings of 60–70 per cent over source countries, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

#### MARKET SIZE:

The internet industry in India is likely to double to reach US\$ 250 billion by 2020, growing to 7.5 per cent of gross domestic product (GDP). The number of internet users in India is expected to reach 730 million by 2020, supported by fast adoption of digital technology, according to a report by National Association of Software and Services Companies (NASSCOM).

Indian IT exports increased to US\$ 126 billion in FY18 while domestic revenues (including hardware) advanced to US\$ 41 billion. Indian IT and BPM industry is expected to grow to US\$ 350 billion by 2025 and BPM is expected to account for US\$ 50-55 billion out of the total revenue. Total spending on IT by banking and security firms in India is expected to grow 8.6 per cent year-on-year to US\$ 7.8 billion by 2017



India's Personal Computer (PC) shipment advanced 11.4 per cent year-on-year to 9.56 million units in 2017 on the back of rise in the quantum of large projects. Revenue from digital segment is expected to comprise 38 per cent of the forecasted US\$ 350 billion industry revenue by 2025.

### INVESTMENTS AND DEVELOPMENTS:

Indian IT's core competencies and strengths have attracted significant investments from major countries. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows US\$ 29.825 billion from April 2000 to December 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Leading Indian IT firms like Infosys, Wipro, TCS and Tech Mahindra, are diversifying their offerings and showcasing leading ideas in block chain, artificial intelligence to clients using innovation hubs, research and development centres, in order to create differentiated offerings.

Some of the major developments in the Indian IT and ITeS sector are as follows:

- NASSCOM has launched an online platform which is aimed at up-skilling over 2 million technology professionals and skilling another 2 million potential employees and students.
- As of March 2018, there were over 1,140 GICs operating out of India.
- Private Equity (PE)/Venture Capital (VC) investments in India's IT & ITeS sector reached US\$ 7.6 billion during April-December 2017.

### ROAD AHEAD:

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Export revenue of the industry is expected to grow 7-9 per cent year-on-year to US\$ 135-137 billion in FY19.

### DEV IT – THE COMPANY

#### PREFACE:

Our journey began in 1997 with a small-scale setup mainly engaged in to business automation software development. Today, Dev Information Technology Limited (NSE: DEVIT) works together with its clients across the globe to empower their business with the right mix of information technology, innovation and digital transformation.

We are trusted today as one of the leading IT enabled services provider, having a remarkable track record of consistently delivering workable and robust solutions. This becomes possible as we adopt continual innovation and remain committed to quality, implement and refine processes and leverage technological prowess.

People who patiently put all their effort in accomplishing their goal make great things. Great things are not done overnight and any venture is crowned with success when persistent efforts are made patiently. We believed and live the same.

**People first; business always.** We are a “People First” company. We always ensure the continued success of our clients and employees by placing problem solving ahead of anything else and walking the extra mile when needed. This means that we value our engagements with our employees as well as clients and base our consultations on client’s specific goals which empower them to meet their business objectives.

Although we work with technology, our primary focus is maintaining a rock solid and secure relationship with each of our clients. Our clients can rely on every professional of our company to deliver exemplary service and become their loyal and valued technology partner.

### INDUSTRY ASSOCIATION AND RECOGNITION:

DEV IT thanks to its exemplary and dedicated quality laced activities in the field of IT Services since year 1997 enjoys credit worthy Industry Associations and Certifications.

- NASSCOM the premier Software Industry association has always had amiable relations with DEV IT since last half a decade based on which today DEV IT is represented as Domestic Council Chair besides being one of the first SME IT company to be the voice of SME in NASSCOM’s EC Council.
- Empanelled as Solution provider with Government of Gujarat, Rajasthan and Haryana and with National Informatics Centre Government of India body as their IT Project Partner strengthening our Public Sector presence across the western region footprint of India.
- Microsoft and Adobe Partnering is technology exposure partnering which strengthens execution and delivery of our Infra Structure Management Services and Enterprise Bespoke Software Solutions Services with the cutting edge technology experience and learnings of latest technology from the sources made available via the said companies
- DEV IT rated by worldwide famous rating agency CARE as MSE1 rated thanks to prudent financial performance of the company
- Being quality stickler the company’s projects and activities are under the management lenses towards which the crucial certifications such as ISO 90001, ISO 27001 has been achieved. While continuing the same story in case of our bespoke software development activity the quality aspects have been cleared by way of acquiring world renowned and extremely eminent standard of CMMI level 3

### END-TO-END IT SERVICES FROM DEV IT:

Our services are tailored to suit the specific needs of each client and the demands of their industry at International and Domestic level. We empower businesses across the globe meet their objectives, gearing them to better compete in their own individual business vertical. The services that DEV IT renders in Global and Local geographies are

- **Enterprise Applications Solutions and Services** encompasses ERP, CRM and e-Governance Bespoke Solutions Application Development
- **Infrastructure Management Solutions** encompasses services pertaining to Data Centre Operations, End-User Computing, Cybersecurity Services and IT Infrastructure Consulting
- **Digitalization and Digital** aspects of IT services takes care of client needs pertaining to Document Digitization, E Office and Digital Marketing

- **Enterprise Mobility** provides cutting edge solutions and services to SME as well as large enterprises at national and international level on Mobile App Development, Managed Mobility, etc on both Android and iOS platforms
- **Cloud Computing** is the fastest growing adoption among SME as well as large enterprises wherein the services being rendered by DEV IT pertaining to Cloud Advisory and Managed Cloud services related entire portfolio
- **Licensing** is the major requirement in Public Sector and among SME with planned software platform purchases in order to remain compliance oriented thereby safeguarding their IT investments from the cyber security perspective too. DEV IT is dominant player in terms of Licencing provisions towards Microsoft & Adobe licenses as well as Digital Signatures and SSL Certificates related requirements in business environs, mainly in western region of India.

### DEV IT'S DIGITAL TRANSFORMATION MANTRA BY DELIVERING END-TO-END IT SERVICES:

Right from advisory to execution backed by expert applications and infrastructure management; we optimize client's IT requirements into a strategic asset. The methodology employed by the Team DEV IT is Consult, Plan, Develop, Implement and Manage.

- **Consult** – Engage with clients to identify most suitable technological solution that help them realize the full potential of their IT resources and investments
- **Plan** – Define befitting architecture, methodologies and work plan to achieve set goals
- **Develop** – Build applications and solutions that deliver as per organizational needs and goals
- **Implement** – Configure and roll out the best fit solution in a manner that is easy to adapt.
- **Manage** - Provide full suite of technical & functional support services round-the-clock

The Digital Transformation Mantra has resulted into startling IT Solution and Service delivery numbers for Team DEV IT

- Projects developed and delivered successfully **2,500+**
- Cloud instances managed annually **5,000+**
- Clients served across the globe **300+**
- Support calls handled annually **10,000+**
- Devices monitored and managed globally **30,000+**
- e-Governance portals developed Successfully **100+**

## DIRECTORS' REPORT

### DEV IT INFRASTRUCTURE:

With the best of software and hardware environments coupled with state-of-the-art communication facilities; our offices are fully equipped to work as virtual extensions of clients' environment, providing custom application development services as well as 24x7 infrastructure management services.



30,000+ sq. ft. of  
office space



24x7 Network Operations  
Centre (NOC)



Fully equipped  
development center



RFID restricted  
access



Redundant internet  
leased lines



Uninterrupted power  
supply



High grade systems for  
development,  
support and testing



Latest virus protection and  
intrusion detection systems,  
safeguarding data and workstations



Automated backup service  
integrated with all server  
infrastructure



24x7 surveillance



State-of-the-art IPBX systems



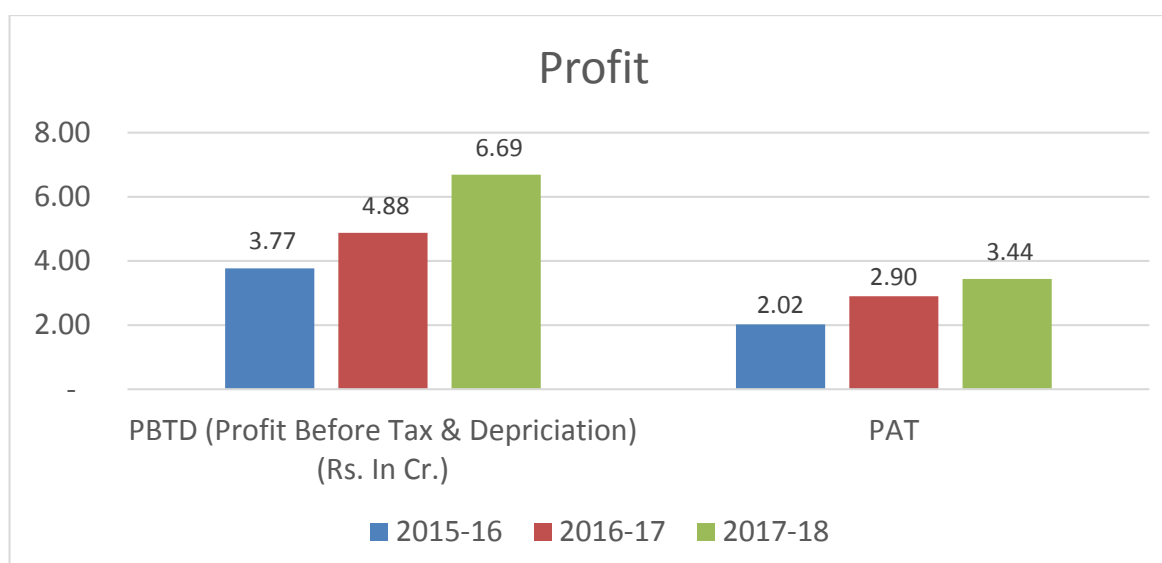
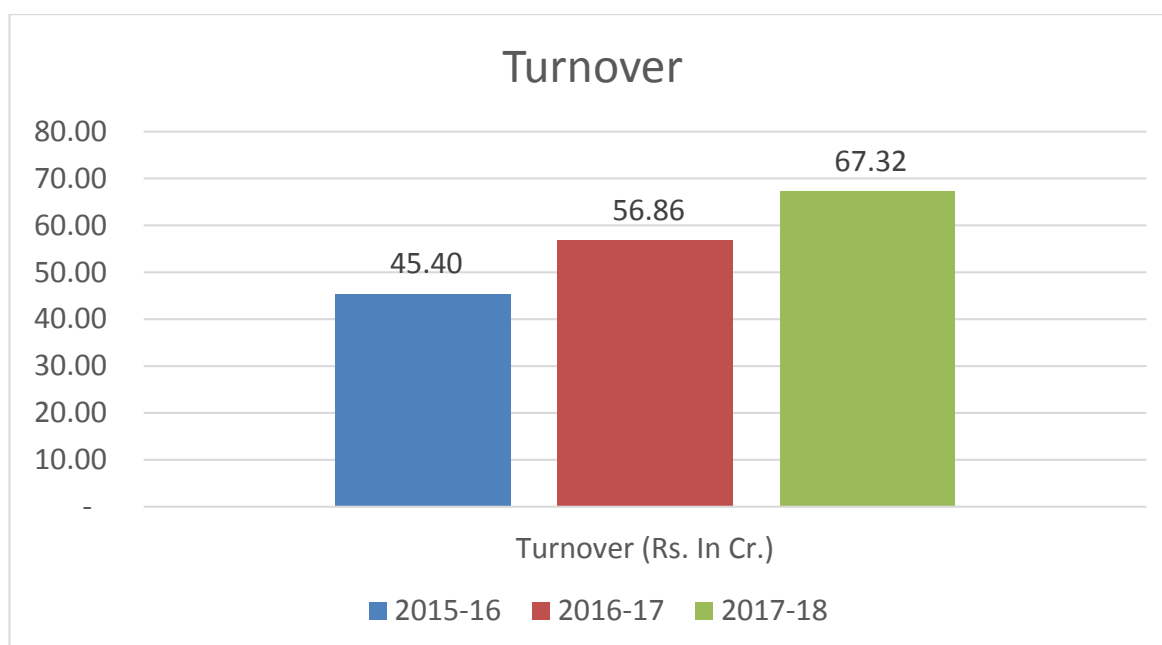
Modern "state-of-the-art"  
work environment

## DIRECTORS' REPORT

### FINANCIAL PERFORMANCE HIGHLIGHTS:

DEV IT's Net Jumps 18.62% to Rs 3.44 crore in for the FY 17-18. Total Income rose by 18.39% in for the FY 17-18 to Rs 67.32 crore against Rs. 56.86 crore last year.

| Financials for FY 2017-18 (Rs. crore) Particulars | 2017-18 | 2016-17 | % Growth |
|---|---------|---------|----------|
| Total Income                                      | 67.32   | 56.86   | 18.39    |
| EBIDTA  | 8.54    | 6.42    | 33.02    |
| Net Profit  | 3.44    | 2.90    | 18.62    |



### Future Business Prospects

The futuristic technology trends of 2020 that DEV IT has already adopted by way of acting as absolute IT Service provider and is already being handled as part of few projects from overseas and local markets are

**Enterprise Mobility** arena will be addressed by providing Advisory services for developing a strategy to achieve enterprise mobility goals, Design and develop custom mobile applications which are aligned to client's business.

**Cloud and Virtualisation** services will include providing Strategy & Consulting for clients to Identify drivers for cloud strategy and road map. Carry out Application Development such that client can have Transformation of application from on premise to cloud. Manage Implementation, Migration & Automation on cloud for client to handle their cloud implementation. Provide requisite cloud related Licensing Solutions to clients on all possible cloud technology platform available.

**Digitalisation Services will cater to the business enterprise needs towards** Digital Commerce related web and mobility solutions, Digital Marketing solutions pertaining to Social Media based Marketing activities of businesses, Document Digitisation Solutions taking care of eOffice and Document Management of enterprises and Digital Certificate solutions providing Information Technology Act compliant digital identity by way of digital certificates and signatures

**Big Data Analytics** solution provides services to clients on Strategy & Consulting taking care of Data discovery, unstructured and structured data collation. Also Visualisation and Analytics solution and services handling KPIs, score cards, dashboards, trend analysis, etc. of business enterprises are provided.

**Infrastructure Management Services (IMS)** encompassing Strategy & Consulting services for technology roadmap, consolidation and modernisation, compliance. Data Centre Services for Infrastructure monitoring and incident management, system administration and management. Cloud Operations Services for Performance monitoring and optimization of commissioned cloud infrastructure by client. Server focussed Infrastructure Management services involves Server network management, security management and database management. Workplace Infrastructure Management Services includes ticketing based support management, asset management, patch management, IT security, etc.

**IoT and Smart Cities Services** are meant for Enterprises, Consumers, Large Ecosystems which involves Solutions delivery that focus on monitoring, control, efficiency, connected & wearable devices as well as bespoke specific apps for Smart Cities, Smart farms, Smart energy, etc. laced with intelligent insights generating analytics, decision support dashboards and machine driven social interfacing.

**Augmented Reality** Services delivers solutions towards Content Development such as *3D modelling, animation, environment creation, presentation*. Augmented reality apps about Health, Retail, Real Estate, etc. developed for mobile, wearable devices, product sales information dissipation for mass by giving virtual experience, etc.



### CHALLENGING AND OPPORTUNITY LADEN BUSINESS SCENARIO:

Globally the widespread use of Internet virtually in almost all aspects of day to day life coupled along with fast pace innovations in technology is leading to highly competitive environment in almost all spheres of life. In this backdrop the scenario of economy and business across the world has become very dynamic making business worldwide to hunt for high end quality oriented technology solutions sources providing the same at apt cost.

This translates into a very big opportunity of acting as End-to-End service provider company which partners with client to help them carry out their business's prudent digital transformation. The same which can be addressed by DEV IT thinking through diligently, strategizing and planning.

Hence your company while delivering and fulfilling the said requisite need and at the same time running an agile and state of the art ready company has to do a balancing act leading towards challenges that requires constant watch and work around of mitigation activities too. The evident challenges are:

- Develop world class end-to-end service delivery facilities that can help client to address their digital transformation needs on the go at very competitive budgets factoring adherence to GDPR and other such compliances at global level
- Relevant high end technology upscaling as well as capacity building such that world class service delivery across the globe can be handled in round the clock fashion as well as develop internal practise knowledge management enabling the company to replicate the same as and when need arises.
- High end Infrastructure and Personnel resource up scaling capability in agile fashion as and when project demands
- Ensure appropriate organic and inorganic growth opportunities arising out of global operations that company may encounter is seamlessly handled
- Diverse Client base requires up to the mark relationship management as well as parallel newer client acquisition and market acquisition too with help of year round dedicated marketing drive, since service provider company cannot remain directed only towards a particular domain or a particular geography
- Prudent and pre-emptive finance management such that the requisition of fund during the time of upscaling as well as cash flow crunch is achieved. Also monitoring of global currency fluctuation in geography of operations forms a major line of activity.

### THE CHALLENGE MITIGATION APPROACH:

- Keeping GDPR style compliances in mind carry out periodic audit of Information Systems and Policies
- Carrying Audits on regular basis of Corporate and Management practices as well as Organisation Restructuring practices vide External and Internal Advisory
- Technology Practises and Alignment with newer technology evaluation and audits on regular basis
- Financial due diligence regular evaluation
- Tax and other Statutory regulation compliance practices evaluation

### NETWORKING AND RELATIONSHIP IN THE INDUSTRY:

During the year under review, your company had cordial and harmonious relations at all levels in the industry as well-meaning company invited to be part of noteworthy associations such as NASSCOM, ICBC, FICCI, GESIA, ISODA, GCCI, GIS so as to give value added inputs and asked to participate in the Business, Social Responsibility and IT ecosystem related activities being carried out by the said bodies across the country. In fact, the numerous accolades and recognition received by the company due to Team DEV IT's diligence and focus for holistic IT Service Delivery Performance has resulted into a large symbiotic relationship network among IT ecosystem participants across the country leading towards wholesome growth of the company in years to come.

### FORWARD LOOKING AND CAUTIONARY STATEMENT:

Statement in the management discussion and analysis report detailing the company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws and regulations. These statements are based on certain assumptions, Projections and estimates. Actual results may vary from those expressed or implied depending upon the economic conditions, Government policies and other incidental factors.

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Date: - 29<sup>th</sup> August, 2018

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)

## "ANNEXURE E"

### REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the report containing details of corporate governance systems and processes at Dev Information Technology Limited is as under:

#### 1. COMPANY PHILOSOPHY ON CODE OF GOVERNANCE:

Your company believes that Corporate Governance is an essential element of business, which helps the company to fulfill its responsibilities to all its stakeholders. Your company is committed to good corporate governance and has benchmarked itself against best practices in Governance and Disclosure. Your company believes that highest standards of Corporate Governance are essential to enhance long term value of the Company for its stakeholders and practice the same at all levels of the organization

Your company also strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as fair and transparent business practices, effective management controls at all levels, adequate representation of promoter, executive and independent director on the board, accountability of performance at all levels, monitoring of executive performance by the Board and transparent and timely disclosure of financial and management information.

#### 2. BOARD OF DIRECTORS:

Your company has optimum combination of both Executive and Non-Executive Directors. The board composition comprises of Eight Directors consisting of four Executive Directors and four non-executive and independent directors including one woman director. The composition of the Board was in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") and Companies Act, 2013.

The Board Members are not related to each other. Number of Directorships held by Executive, Non-Executive and Independent Directors are within the permissible limits under Listing Regulations and Companies Act, 2013. The necessary disclosures regarding change in Committee positions, if any, have been made by all the Directors, during the year under review. None of the Directors hold directorship in more than 20 public limited companies nor is a Member of more than 10 Committees or Chairperson of more than 5 Committees across all Public Companies (only Audit Committee and Stakeholders' Relationship Committee).

#### A. Composition of board of directors:

As on 31<sup>st</sup> March, 2018 the board of Directors comprises of Eight directors out of which one is Executive Chairman, one is Executive Managing Director, two are Executive Whole-time directors and remaining four Non-executive Independent Directors. As on the date of this report, Board of Directors of the company comprises as follows:

| Name Of Directors                   | Designation                                |
|-------------------------------------|--|
| Mr. Pranav Niranjnabhai Pandya      | Executive Chairman and Whole-time Director |
| Mr Jaimin Jagdishbhai Shah          | Executive Managing Director                |
| Mr. Vishal Nagendra Vasu            | Whole-time Director                        |
| Mr. Prerak Pradyumna Shah           | Whole-time Director                        |
| Mr. Hiren Karsanbhai Patel          | Non Executive Independent Director         |
| Mr. Venkata Rama Subba Rao Velamuri | Non Executive Independent Director         |
| Mr. Anand Anilbhai Patel            | Non Executive Independent Director         |
| Ms. Rama Moondra                    | Non Executive Woman Independent Director   |

The Details of Directorship held by the Directors as on 31st March, 2018 and their attendance at the Board meetings during the year are as follows:

| Name of Director(s)             | Category of Director                 | No. of other Directorship | No. of other Board Committee(s) in which he is |          | Attendance at last AGM | Attendance at Board Meetings | No. of Shares held as on 31.03. 2018 |
|---------------------------------|--------------------------------------|---------------------------|--|----------|------------------------|------------------------------|--------------------------------------|
|                                 |                                      |                           | Member   | Chairman |                        |                              |                                      |
| Pranav Niranjnabhai Pandya      | Chairman/promoter/Executive          | 02                        | NIL  | NIL      | YES                    | 05                           | 175500                               |
| Jaimin Jagdishbhai Shah         | Managing Director/Promoter/Executive | 03                        | NIL  | NIL      | YES                    | 04                           | 297000                               |
| Vishal Nagendra Vasu            | Whole-time/Executive                 | NIL                       | NIL  | NIL      | YES                    | 05                           | 150000                               |
| Prerak Pradyumna Shah           | Whole-time/Executive                 | 01                        | NIL  | NIL      | YES                    | 05                           | 187500                               |
| Hiren Karsanbhai Patel          | Independent Director                 | 04                        | 03   | NIL      | YES                    | 01                           | NIL                                  |
| Venkata Rama Subba Rao Velamuri | Independent Director                 | NIL                       | NIL  | NIL      | YES                    | 03                           | NIL                                  |
| Anand Anilbhai Patel            | Independent Director                 | 08                        | 03   | 01       | YES                    | 04                           | NIL                                  |
| Rama Moondra                    | Independent Director                 | NIL                       | NIL  | NIL      | NO                     | 03                           | NIL                                  |

### B. Induction & Familiarization Programs for Independent Directors:

On appointment, the concerned New Independent Director is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. The newly appointed Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors. The Business Heads, CFO, Compliance Officer and Executive Directors update the Board on business model of the Company, the nature of industry and its dynamism, the roles, responsibilities and liabilities of Independent Directors, etc. Further, business, legal, regulatory and industry updates are made available to the Independent Directors. The details of Familiarization program available on below link:

<https://www.devitpl.com/wp-content/uploads/Familization-Programmes.pdf>

#### Board Evaluation:

In compliance with the provisions of the Companies Act, 2013 ('the Act') and LODR regulation, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board.

The performance of the Board was evaluated after seeking inputs from all the Directors on the basis of criteria such as Board composition, Board mechanism, Board information, dynamics, Board member engagement and development, roles and responsibilities of DEVIT Board, engagement with stakeholders and regulators, etc.

The performance of the individual Directors was evaluated after seeking inputs from all the Directors other than the one who is being evaluated. The evaluation was based on the criteria such as Directors' understanding on the Company's mission, Company's market position, qualification and experience of the Director, Directors' commitment, preparation at the meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### C. Number of Board Meetings:

During the year 05 meetings of the Board of Director's were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

| Sr. No. | Date on which board Meetings were held | Total Strength Of the Board | No of Directors Present |
|---------|--|-----------------------------|-------------------------|
| 1       | 12 <sup>th</sup> April, 2017           | 08                          | 04                      |
| 2       | 30th June, 2017                        | 08                          | 06                      |
| 3       | 26th August, 2017                      | 08                          | 07                      |
| 4       | 13th November, 2017                    | 08                          | 05                      |
| 5       | 05th March, 2018                       | 08                          | 08                      |

## D. Attendance of Directors at Board meetings held in the previous year are as follows:

| Directors                          | Category                                  | No. of Board Meeting |          |
|------------------------------------|---|----------------------|----------|
|                                    |   | Held                 | Attended |
| Mr Pranav Niranjambhai Pandya      | Promoter/Chairman and Whole-time director | 05                   | 05       |
| Mr. Jaimin Jagdishbhai Shah        | Promoter And Managing Director            | 05                   | 04       |
| Mr Vishal Nagendra Vasu            | Whole-time Director                       | 05                   | 05       |
| Mr Prerak Pradyumna Shah           | Whole-time Director                       | 05                   | 05       |
| Mr Venkata Rama Subba Rao Velamuri | Independent Director                      | 05                   | 03       |
| Mr Hiren Karsanbhai Patel          | Independent Director                      | 05                   | 01       |
| Mr Anand Anilbhai Patel            | Independent Director                      | 05                   | 04       |
| Ms. Rama Moondra                   | Woman Independent Director                | 05                   | 03       |

## E. Independent Director's Meeting:

Pursuant to provisions of Schedule IV to the Companies Act, 2013, during the year under review, one meeting of Independent Directors was held on 05<sup>th</sup> March, 2018. Mr Venkata Rama Subba Rao Velamuri was elected as a chairperson of the meeting with mutual discussion and consent of all the directors present. All the Independent Directors remained present at the meeting wherein the Independent Directors reviewed the performance of the Non-Independent Directors (including Chairperson) and the Board as a whole and assessed the quality, quantity and timeliness of the flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## F. Committees Of The Board

Nomination Remuneration Committee, Stakeholders Relationship Committee and Audit Committee is considered for the purpose.



## DIRECTORS' REPORT

The Board of directors of the company has constituted various committees of the members of the board. The terms of reference of these committees have determined by the board from time to time.

### i. Audit Committee:

Pursuant to requirement of Section 177(1) of the Companies Act, 2013 Company has formulated Audit Committee. All the Directors have good understanding Finance, Accounts and Law. During the year the Audit Committee was duly re-constructed with the approval of board members on August 26<sup>th</sup>, 2017.

The Composition of the Committee as on 31st March, 2018 is as under:

| Name of the Director               | Status in Committee | Nature of Directorship             |
|------------------------------------|---------------------|------------------------------------|
| Mr Venkata Rama Subba Rao Velamuri | Chairman            | Independent Non-Executive Director |
| Ms. Rama Moondra                   | Member              | Independent Non-Executive Director |
| Mr. Jaimin Jagdishbhai Shah        | Member              | Managing Director                  |

During the financial year 2017-18, Four (4) meetings, of Audit Committee were held on following dates:

- 30<sup>th</sup> June, 2017
- 26<sup>th</sup> August 2017
- 13<sup>th</sup> Novemver, 2017
- 05<sup>th</sup> March, 2018

Attendance of members for the meeting of Audit Committee held during the year 2017-18 is as below:

| Name                               | Categories | No. of Meeting Attended | Note  |
|------------------------------------|------------|-------------------------|---|
| Ms. Rama Moondra                   | Chairman   | 02                      | The Committee was re-structured in the Board meeting held on 26 <sup>th</sup> August, 2017. |
| Mr. Anand Anilbhai Patel           | Member     | 02                      |   |
| Mr Venkata Rama Subba Rao Velamuri | Chairman   | 02                      | The Committee was re-structured in the Board meeting held on 26 <sup>th</sup> August, 2017. |
| Ms. Rama Moondra                   | Member     | 02                      |   |
| Mr. Jaimin Jagdishbhai Shah        | Member     | 03                      |   |

The Role of Audit Committee together with its powers shall be as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;

- Approving initial or any subsequent modification of transactions of the company with related parties;
- Scrutinizing inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to;
  1. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013 ;
  2. changes, if any, in accounting policies and practices along with reasons for the same;
  3. major accounting entries involving estimates based on the exercise of judgment by management;
  4. significant adjustments made in the financial statements arising out of audit findings;
  5. compliance with listing and other legal requirements relating to financial statements;
  6. disclosure of any related party transactions; and
  7. Qualifications in the audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with the internal auditors any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and

Further, the Audit Committee shall mandatorily review the following:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

## DIRECTORS' REPORT

3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor."

### ii. Nomination And Remuneration Committee:

Pursuant to requirement of Section 178(1) of the Companies Act, 2013 Company has formulated Nomination and Remuneration Committee. During the year the Nomination and Remuneration Committee was duly re-constructed with the approval of board members on August 26<sup>th</sup>, 2017.

The Composition of the Committee as on 31st March, 2018 is as under:

| Name of the Director               | Status in Committee | Nature of Directorship             |
|------------------------------------|---------------------|------------------------------------|
| Mr Venkata Rama Subba Rao Velamuri | Chairman            | Independent Non-Executive Director |
| Ms. Rama Moondra                   | Member              | Independent Non-Executive Director |
| Mr. Anand Anilbhai Patel           | Member              | Independent Non-Executive Director |
| Mr. Jaimin J. Shah                 | Member              | Managing Director                  |

During the financial year 2017-18, Two (2) meetings, of Nomination and Remuneration Committee were held on following dates:

- 30<sup>th</sup> June, 2017
- 26<sup>th</sup> August 2017

Attendance of members for the meeting of Nomination and Remuneration Committee held during the year 2017-18 is as below:

| Name                       | Categories | No. of Meeting Attended | Note  |
|----------------------------|------------|-------------------------|---|
| Ms. Rama Moondra           | Chairman   | 02                      | The Committee was re-structured in the Board meeting held on 26 <sup>th</sup> August, 2017. |
| Mr. Anand Anilbhai Patel   | Member     | 02                      |   |
| Mr. Hiren Karsanbhai Patel | Member     | 00                      |   |

The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. The committee has been constituted to recommend/ review the remuneration package of Managing/ whole time Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

1. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
2. Chief Financial Officer;
3. Company Secretary; and
4. such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

### **Terms of Reference of the Committee:**

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
3. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
4. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
5. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
6. Decide the amount of Commission payable to the Whole time Directors.
7. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
8. To formulate and administer the Employee Stock Option Scheme.

### **iii. Stakeholders Relationship Committee:**

Pursuant to requirement of Section 178(5) of the Companies Act, 2013 Company has formulated Stakeholders Relationship Committee. During the year the Stakeholders Relationship Committee was duly re-constructed with the approval of board members on August 26<sup>th</sup>, 2017.

The Composition of the Committee as on 31st March, 2018 is as under:

## DIRECTORS' REPORT

| Name of the Director                | Status in Committee | Nature of Directorship             |
|-------------------------------------|---------------------|------------------------------------|
| Mr. Venkata Rama Subba Rao Velamuri | Chairman            | Independent Non-Executive Director |
| Ms. Rama Moondra                    | Member              | Independent Non-Executive Director |
| Mr. Hiren Karsanbhai. Patel         | Member              | Independent Non-Executive Director |
| Mr. Pranav Niranjambhai Pandya      | Member              | Chairman & Whole-time director     |

During the financial year 2017-18, Two (2) meetings, of Stakeholders Relationship Committee were held on following dates:

- 30<sup>th</sup> June, 2017
- 26<sup>th</sup> August 2017

Attendance of members for the meeting of Stakeholders Relationship Committee held during the year 2017-18 is as below:

| Name                        | Categories | No. of Meeting Attended | Note  |
|-----------------------------|------------|-------------------------|---|
| Ms. Rama Moondra            | Chairman   | 02                      | The Committee was re-structured in the Board meeting held on 26th August, 2017. |
| Mr. Anand Anilbhai Patel    | Member     | 02                      |   |
| Mr. Jaimin Jagdishbhai Shah | Member     | 02                      |   |

### Terms of Reference of the Committee:

Redressal of shareholders' and investors' complaints, including and in respect of:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

## Name & Designation and address of the Compliance Officer:

### CS Krisa Patel

14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad-380059 ,Gujarat India.

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints are as follows:

## Status of Complaints pending, received, disposed and unresolved:

|  |            |
|--|------------|
| Number of Shareholders' Complaints Pending at the end of the year    | <b>NIL</b> |
| Number of Shareholders' Complaints received during the year          | <b>01</b>  |
| Number of Shareholders' Complaints disposed during the year          | <b>01</b>  |
| Number of Shareholders' Complaints remain unresolved during the year | <b>NIL</b> |

## G. Details Of Remuneration To Directors During The Year Ending On 31st March, 2018

During the year company has paid following remuneration or setting fees to the directors as follows:

| Name                                | Category                                   | Remuneration |
|-------------------------------------|--|--------------|
| Mr. Pranav Niranjambhai Pandya      | Executive Chairman and Whole-time Director | 23.78 Lakhs  |
| Mr Jaimin Jagdishbhai Shah          | Executive Managing Director                | 23.78 Lakhs  |
| Mr. Vishal Nagendra Vasu            | Whole-time Director                        | 18 Lakhs     |
| Mr. Prerak Pradyumna Shah           | Whole-time Director                        | 15 Lakhs     |
| Mr. Hiren Karsanbhai Patel          | Non Executive Independent Director         | Nil          |
| Mr. Venkata Rama Subba Rao Velamuri | Non Executive Independent Director         | 15,000       |
| Mr. Anand Anilbhai Patel            | Non Executive Independent Director         | 20,000       |
| Ms. Rama Moondra                    | Non Executive Woman Independent Director   | 15,000       |



## H. General Body Meetings:

### I. Annual General Meeting ("AGM"):

| Financial Year | AGM                  | Date                             | Time       | Venue   |
|----------------|----------------------|----------------------------------|------------|---|
| 2014-15        | 18 <sup>th</sup> AGM | 30 <sup>th</sup> September, 2015 | 11:30 A. M | Registered Office of the Company  |
| 2015-16        | 19 <sup>th</sup> AGM | 30 <sup>th</sup> September, 2016 | 10:00 A.M. |   |
| 2016-17        | 20 <sup>th</sup> AGM | 29 <sup>th</sup> September, 2017 | 3:00 P.M.  | AMA Seminar hall, Ahmedabad management association, , ATIRA Campus, Dr.Vikram Sarabhai Marg, Ahmedabad-380015 |

The details of Resolution(s) which were passed in the last three Annual General Meetings ("AGM") of the Company along with details of Postal Ballot & voting pattern are as follows:

| Date of AGM                      | Resolution  | Ordinary/Special |
|----------------------------------|---|------------------|
| 30 <sup>th</sup> September, 2015 | Adoption of Annual Accounts, Auditor's Report and Directors Report                                  | Ordinary         |
|                                  | Appointment Of Statutory Auditors Otherthan Retiring Auditors                                       | Ordinary         |
| 30 <sup>th</sup> September, 2016 | Adoption of Annual Accounts, Auditor's Report and Directors Report                                  | Ordinary         |
|                                  | Appoinment Of Statutory Auditors Otherthan Retiring Auditors  | Ordinary         |
| 29 <sup>th</sup> September, 2017 | Adoption of Standalone and Consolidated Financial Statements, Auditor's Report and Directors Report | Ordinary         |
|                                  | Declaration of dividend at the rate of 5%   | Ordinary         |
|                                  | Reappointment of Mr. Vishal Vasu and Mr. Prerak Shah liable to retire by rotation                   | Ordinary         |
|                                  | Ratification of Appointment of Statutory Auditor  | Ordinary         |

\* All the above resolutions were passed unanimously by show of hands.

## II. Extra-Ordinary General Meetings (EGM) of the earlier three years:

| Financial Year | Day, Date, Time and Venue  | Resolution  | Ordinary/Special |
|----------------|--|---|------------------|
| 2014-15        | 1 <sup>st</sup> July, 2014, Tuesday, at 10:30 A.M. at Registered Office of the Company       | Appointment Of Mr Prerak Pradyumna Shah As A Director   | Ordinary         |
|                |  | Appointment Of Mr Vishal Nagendra Vasu As A Director  | Ordinary         |
| 2015-16        | 25 <sup>th</sup> February, 2016, Thursday, at 11:00 A.M. at Registered Office of the Company | Increase in the Authorised Share Capital of the Company from Rs. 50,00,000/- to Rs. 75,00,000/-                                   | Ordinary         |
|                |  | Issue Of Bonus Shares in proportion of 1(One) Bonus Equity Shares for every 2 (Two) fully paid up Equity Shares of Rs. 10/- each. | Special          |
| 2016-17        | 06 <sup>th</sup> February, 2017, Monday, at 10:30 A.M. at Registered Office of the Company   | Increase in the Authorised Share Capital of the Company from Rs. 75,00,000/- to Rs. 6,00,00,000/-                                 | Ordinary         |
|                |  | Approval for Conversion of the Company from "Private Limited" to "Public Limited"   | Special          |
|                |  | Adoption of New Sets of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013                         | Special          |
|                |  | Amendment(s) to Memorandum of Association of the Company  | Special          |
|                | 21 <sup>st</sup> February, 2017, Tuesday at 10:30 A.M. at Registered Office of the Company   | Preferential Allotment of Shares of 56500 equity shares of Rs. 10/- each at a premium of Rs. 404.16/- per share                   | Special          |
|                |  | Change in Designation of Mr. Jaimin Jagdishbhai Shah as a Managing Director   | Special          |
|                |  | Change in Designation of Mr. Pranav Niranjambhai Pandya as Chairman and Whole Time Director                                       | Special          |
|                |  | Change in Designation of Mr. Vishal Nagendra Vasu as Whole Time Director and Chief Technical Officer                              | Special          |
|                |  | Change in Designation of Mr. Prerak Pradyumna Shah as Whole Time Director   | Special          |
|                |  | Issues And Allotment Of Equity Shares To The Public (Initial Public Offer)  | Special          |
|                |  | Authorization to Board of Directors for sell, lease or otherwise dispose of Undertaking u/s 180(1)(a) of Companies Act, 2013      | Special          |

## DIRECTORS' REPORT

|  |  |  |          |
|--|--|--|----------|
|  |  | Authorization to Board of Directors for Borrowings u/s 180(1)(c) of Companies Act, 2013  | Special  |
|  |  | Authorization to Board of granting Loan and Investment u/s 186 of Companies Act, 2013  | Special  |
|  | 03 <sup>rd</sup> March, 2017, Tuesday at 10:30 A.M. at Registered Office of the Company  | Issue and allotment of 32,26,000 Equity shares through Bonus Shares By way of Capitalization of Profits and/or Reserves  | Special  |
|  | 16 <sup>th</sup> March, 2017, Thursday at 11:00 A.M. at Registered Office of the Company | Appointment of Mr. Hiren Karsanbhai Patel, Mr. Anand Anilbhai Patel, Ms. Rama Moondra and Mr. Venkata Rama Subba Rao Velamuri as an Independent Non Executive Director | Ordinary |
|  |  | Approval For Increase The Issue Size from Rs. 6.00 Crores To Rs. 7.00 Crores.  | Special  |

\* All the above resolutions were passed unanimously by show of hands.

### III. Postal Ballot:

No resolution was passed through Postal Ballot during the Financial Year 2017-18.

### I. MEANS OF COMMUNICATION:

#### I. Quarterly and Annual Financial Results:

The communication is the key element of the overall Corporate Governance framework. Your Company constantly interacts with Shareholders through multiple channels of communication such as result announcement, annual report, Company's website and other specific communications, as applicable.

During the year, Company has declared all financials results within the stipulated time provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The half yearly and yearly financial results of the Company are duly uploaded on website of the Company i.e. on [www.devitpl.com](http://www.devitpl.com) as well as on NEAPS portal of National Stock Exchange. All half yearly and yearly financial results have been submitted to stock exchange within 30 minutes from the conclusion of Board Meeting in which financial results have been approved. During the year, following half yearly and yearly financial results have been submitted on NEAPS portal:

| Period of Financial Results   | Date              |
|---|-------------------|
| Unaudited Financial Results for the half year ended September 30, 2017    | November 13, 2017 |
| Audited Financial Results for the half year and year ended March 31, 2018 | May 29, 2018      |

The company being listed on SME platform, exemptions have been provided to the Company from publishing financial results in newspaper. Hence, Company has not published abovementioned half yearly and yearly financial results in any of the newspaper.

### II. Annual Report:

Physical copy of the Annual Report for the FY 2016-17 accompanied with Notice of 20<sup>th</sup> Annual General Meeting, Audited Financial Statements, Director's Report, Corporate Governance Report and Management Discussion and Analysis Report was sent to all the shareholders who have not registered their email IDs with the Company prior to clear 21 days of 20<sup>th</sup> Annual General Meeting.

Soft copy of the Annual Report for the FY 2016-17 accompanied with Notice of 20<sup>th</sup> Annual General Meeting, Audited Financial Statements, Director's Report, Corporate Governance Report and Management Discussion and Analysis Report was sent by email to the shareholders who have registered their email IDs with the Company. The Annual Report for the FY 2016-17 had also been uploaded on the website of the Company [www.devitpl.com](http://www.devitpl.com).

### III. Communication to Shareholders:

Communication like Annual Report, Notices, Dividend payment advice, etc. are being sent to the shareholders through email to the shareholders who have registered their email IDs with the Company and by speed post/ courier to the shareholders who have not registered their email IDs with the Company.

The technological advancement of communication has made it possible for us to communicate paperless. Henceforth Company is sending all shareholders communication through email and thereby conserving paper and reducing waste. Those shareholders who have not registered their email ids are requested to register their email ids with the Company or to their respective depositories.

### IV. Website:

The Company's website [www.devitpl.com](http://www.devitpl.com) contains a dedicated segment called 'Investor Relations', where all the information as may be required by the Shareholders is available including half yearly and yearly results notices of the Board Meetings, Outcomes of the Board meeting, Annual Reports, shareholding pattern, Policies and other announcements, news and notices made to stock exchange are displayed in due course for the shareholders information.

### V. Email IDs for investors:

Your Company has a designated e-mail ID, [investor@devitpl.com](mailto:investor@devitpl.com) or [cs@devitpl.com](mailto:cs@devitpl.com) for the redressal of any Stakeholders' related grievances exclusively for the purpose of registering complaints by Members/stakeholders. Investor can also contact share Registrar and Transfer Agent (RTA) of the Company on their email id : [ditl.ipo@linkintime.co.in](mailto:ditl.ipo@linkintime.co.in). Your Company has also displayed other relevant details prominently for creating investor/stakeholder awareness under the investors section at its website [www.devitpl.com](http://www.devitpl.com).

### VI. SEBI Scores:

The Investors can also raise complaints in a centralized web-based complaints redress system called "Scores" developed by SEBI. The Company uploads the action taken report on the

complaints raised by the Shareholders on “Scores”, which can be viewed by the Shareholder. The complaints are closed to the satisfaction of the Shareholder and SEBI.

### VII. Stock Exchange Filings:

For submitting all listing compliances National Stock Exchange has developed NEAPS portal in which all corporate can file their listing compliances. During the year, company has filed all the listing compliances on NSE Electronic Application Processing System (NEAPS) of NSE at link <https://www.connect2nse.com/LISTING/> and after submitting the same is also available on official website of NSE [www.nseindia.com/emerge](http://www.nseindia.com/emerge).

### J. GENERAL SHAREHOLDER INFORMATION:

|  |  |
|--|--|
| <b>Date, Time and Venue of AGM</b>                           | Saturday, 29th September, 2018 at 4:00 P.M. at Block-12 Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej, Ahmedabad-380059, Gujarat, India |
| <b>Date of Book Closure</b>                                  | From, the 22nd day of September, 2018 to, the 23rd day of September, 2018 (both day inclusive)   |
| <b>Listed on Stock Exchanges</b>                             | The National Stock Exchange Of India (NSE) (SME Platform).<br>W.e.f. 17th April, 2017  |
| <b>Trading Symbol</b>  | DEVIT  |
| <b>Minimum Lot Size for trading</b>                          | 1500 shares  |
| <b>Corporate Identity Number (CIN)</b>                       | L30000GJ1997PLC033479  |
| <b>Registered Office</b>                                     | 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej, Ahmedabad Gujarat- 380059 India   |
| <b>International Securities Identification Number (ISIN)</b> | INE060X0108  |

### MARKET PRICE DATA:

Company was listed on NSE Emerge platform on 17<sup>th</sup> April, 2017.

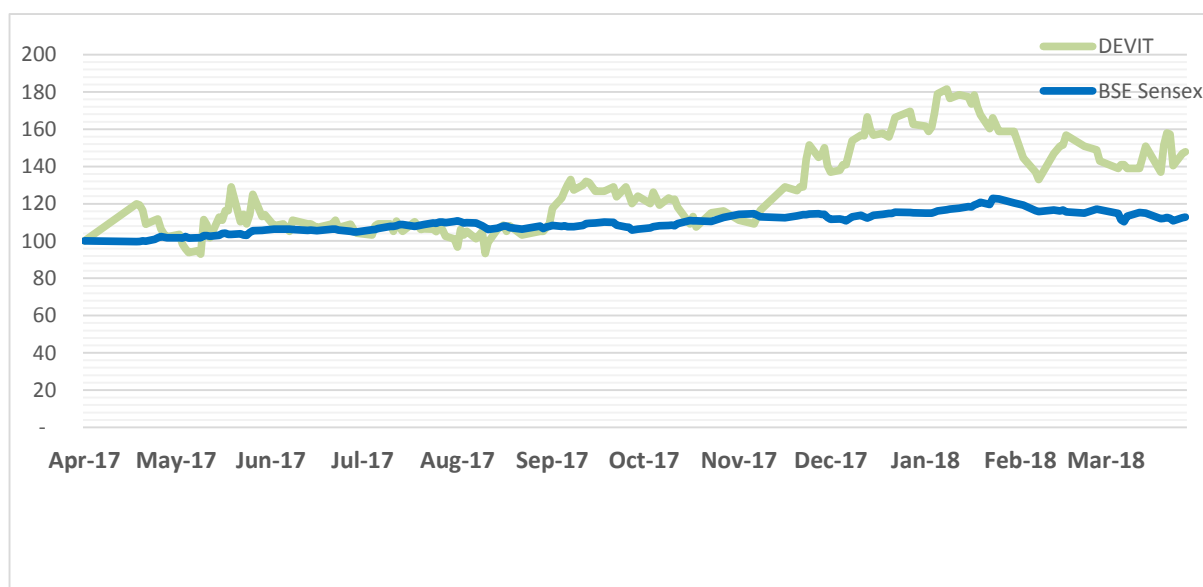
| Month     | High (Rs.) | Low (Rs.) | Volume (No. of Shares) | Turnover (In Lakhs) |
|-----------|------------|-----------|------------------------|---------------------|
| April-17  | 64.5       | 50.15     | 18,60,000              | 1102.95             |
| May-17    | 65         | 46.1      | 7,47,000               | 400.27              |
| June-17   | 63.4       | 52.5      | 1,56,000               | 85.99               |
| July-17   | 57.5       | 50.6      | 2,10,000               | 113.13              |
| August-17 | 55         | 45.1      | 2,85,000               | 147.31              |

|              |       |       |          |        |
|--------------|-------|-------|----------|--------|
| September-17 | 67.75 | 54.05 | 4,47,000 | 284.22 |
| October-17   | 63.6  | 54.14 | 1,47,000 | 87.6   |
| November-17  | 79.9  | 55.05 | 2,91,000 | 204.73 |
| December-17  | 85.7  | 69    | 2,25,000 | 177.24 |
| January-18   | 94    | 80    | 1,74,000 | 151.84 |
| February-18  | 80.8  | 67.05 | 3,84,000 | 292.11 |
| March-18     | 79.6  | 69    | 1,05,000 | 77.51  |

## PERFORMANCE IN COMPARISON TO OTHER INDICES:

Company has listed on NSE Emerge platform on 17<sup>th</sup> April, 2017. Hence, data of DEVIT's share price comparison shown below is from the month of 17<sup>th</sup> April, 2017. The charts have share prices and BSE Sensex indexed to 100 as on the first working day of 2017-18 i.e. on 17<sup>th</sup> April, 2017.

Chart: DEVIT's Share Performance VS. BSE Sensex



## FINANCIAL CALENDAR:

The Financial year of the company is for period of 12 months from 1<sup>st</sup> April to 31<sup>st</sup> March. The financial result of the company is scheduled to be published in the Annual Report.

## DIVIDEND PAYMENT:

The board of directors of the company has recommended final dividend for the financial year ended on 31<sup>st</sup> March, 2018 at the rate of 5% i.e. Rs.0.50/- per equity share. For the aforesaid dividend, the Company had fixed book closure date from 22<sup>nd</sup> September, 2018 to 23<sup>rd</sup> September, 2018.



### DEMATERIALIZATION OF SHARES:

All the shares of the company are in Demate form. There are no Physical shares in existence.

### OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS: NIL

### INVESTORS / SHAREHOLDERS CORRESPONDENCE:

#### a. Registrar And Transfer Agents

LINK INTIME INDIA PRIVATE LIMITED  
C-101,47park,Lbsmarg,  
Vikhroli (West), Mumbai-400 083,  
Maharashtra, India

#### (b) Registered Office:

14, Aaryans Corporate Park,  
Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad,  
Gujarat-380059, India.

### K. DISCLOSURES:

#### Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable and accordingly There were no instances of non-compliances or penalty imposed on the company by Stock Exchanges or SEBI or any other statutory authority or any matter related to capital markets, during the last three years.

#### Whistle Blower Policy/Vigil Mechanism Policy:

The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the same has been uploaded on the website of the Company i.e [www.devitpl.com](http://www.devitpl.com).

#### Mandatory & Non Mandatory Requirements:

The Company has complied with all the mandatory requirements of Corporate Governance and endeavors to adopt good corporate governance practices which help in adoption of non mandatory requirements. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.

#### Material Subsidiary:

No transaction of material has been entered into by the company with its promoters, Directors or management or relatives etc. that may have potential conflict with the interest of the company.

### DISCRETIONARY REQUIREMENTS

#### The Board:

The chairperson of the company is Executive Director.

## DIRECTORS' REPORT

### Shareholder Rights:

Half yearly and yearly declaration of financial performance is uploaded on the website of the company [www.devitpl.com](http://www.devitpl.com) as soon as it is intimated to the stock exchange.

### Modified opinion(s) in audit report:

Standard practices and procedures are followed to ensure unmodified financial statements.

### Separate posts of chairperson and chief Executive Officer:

The Company has appointed Executive director as a Chairman and also appointed another executive director as a Managing Director. Hence, there will be no conflict of interest between these two positions.

### Reporting of Internal Auditor:

The Internal Auditors M/s Nisarg J. Shah & Co., Chartered Accountant have reported directly to the Audit Committee of the Company.

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Date: - 29<sup>th</sup> August, 2018

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)

### SECRETARIAL AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE

#### CERTIFICATE OF CORPORATE GOVERNANCE

To,

**The Members of Dev Information Technology Limited**

We have examined the compliance of conditions of Corporate Governance by Dev Information Technology Limited for the year ended 31st March, 2018 as stipulated in in relevant regulation of Listing Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

Place: Ahmedabad

Date: 25/08/2018

**Murtuza Kaizar Mandorwala**  
Proprietor  
**Murtuza Mandorwala & Associates**  
ACS No. 38021  
C P No.: 14284

### “ANNEXURE – F”

#### DECLARATION REGARDING CODE OF CONDUCT

All Board Members and Senior Management Personnel have, for the year ended March 31, 2018 have affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Date: - 29<sup>th</sup> August, 2018

**JAIMIN J. SHAH**  
(Managing Director)  
(DIN: 00021880)

### "ANNEXURE – G"

#### CFO CERTIFICATION

To,  
Board of Directors,  
DEV INFORMATION TECHNOLOGY LIMITED

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

1. we have reviewed financial statements and the cash flow statement for the year ending 31<sup>st</sup> March, 2018 and that to the best of their knowledge and belief :
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
  - a. significant changes in internal control over financial reporting during the year;
  - b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting

Place:-Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Date: - 29<sup>th</sup> August, 2018

**HARSHIL SHAH**  
Chief Financial Officer

STANDALONE  
FINANCIAL  
STATEMENTS  
**2017-18**

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF  
DEV INFORMATION TECHNOLOGY LTD.**

### **REPORT ON THE FINANCIAL STATEMENTS:**

We have audited the accompanying financial statements of **Dev Information Technology Ltd. ("the Company")** which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **AUDITOR'S RESPONSIBILITY:**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.



An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

### OPINION:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018 and its Profit and its cash flows for the year ended on that date.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1) As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to adequacy of Internal Financial Controls with reference to financial statements of the company and the operating effectiveness of such controls , refer to our separate report in "Annexure – A"
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note (6) of Part B to Notes to accounts ;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- (iii) There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) The disclosure requirement relating to holding as well as dealing with specified bank notes were applicable for the period from 8<sup>th</sup> November to 30<sup>th</sup> December, 2016, which is not relevant to this financial statement and hence reporting under this clause is not applicable.
- 2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**FOR AND ON BEHALF OF  
FOR, CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FRN 101698 W**

**BHARAT M. ZINZUVADIA  
PARTNER  
MEMB. NO. F 109606**

**PLACE: AHMEDABAD  
DATE: 29.05.2018**

## ANNEXURE 'A'

### **Annexure to the Independent Auditor's report of even date on the Standalone financial statements of Dev Information Technology Limited**

#### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (1) OF SUB-SECTION 3 OF SEC.143 OF THE COMPANIES ACT, 2013 ("THE ACT"):**

We have audited the internal financial controls with reference to financial statements of **DEV INFORMATION TECHNOLOGY LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS:**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **AUDITOR'S RESPONSIBILITY:**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems with reference to financial statements and their operating effectiveness. Our audit of internal financial controls included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's Judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system.

**MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION:**

In our opinion, the Company has, in all material respects, an adequate internal financial control system with reference to financial statements and such internal financial controls with reference to financial statements was operating effectively as on March 31, 2018, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

**FOR AND ON BEHALF OF  
FOR, CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FRN 101698 W**

**BHARAT M. ZINZUVADIA  
PARTNER  
MEMB. NO. F 109606  
PLACE: AHMEDABAD  
DATE: 29.05.2018**

## ANNEXURE 'B'

### **Annexure to the Independent Auditor's report of even date on the Standalone financial statements of Dev Information Technology Limited.**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

#### **1. In respect of Fixed Assets :**

- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of five years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. According to information and explanation given to us, no material discrepancies were notice doing such verification.
- (c) (c) According to the audit process and based on records of the company ,the title deeds of immovable properties are held in the name of company.

#### **2. In respect of Inventories:**

According to information and explanation given to us, Physical verification of inventories has been conducted in reasonable interval by the Management and no material discrepancies were noticed on physical verification during the year.

1. According to information and explanation given to us, the Company has granted Unsecured Loans to company, Limited Liability partnerships which are covered in the Register maintained under section 189 of the Act. In this respect
  - (a) In our opinion and according to the information given to us, the terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the company.
  - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and/or receipts of interest have been regular as per stipulations.
  - (c) There are no overdue amounts as at the year-end in respect of both principal and interest.
2. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
3. According to information and explanation given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

4. According to the information and explanation given to us, provisions regarding maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, are not applicable to the company.
5. According to information and explanations given to us in respect of statutory dues and on the basis of our examination of the books of account, and records,
  - (a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
  - (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, and service tax value added tax, wealth tax, duty of customs and Cess which have not been deposited with the appropriate authorities on account of any dispute, other than those specified in table below:

| Name of the Statute  | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum where the dispute is pending |
|----------------------|----------------|--------------|------------------------------------|------------------------------------|
| Income tax Act, 1961 | Income tax     | 3,38,000     | A.Y.2011-12                        | ITAT                               |
| Income tax Act, 1961 | Income tax     | 18,61,000    | A.Y. 2013-14                       | ITAT                               |
| Income tax Act, 1961 | Income tax     | 51,40,000    | A.Y. 2014-15                       | ITAT                               |
| Income tax Act, 1961 | TDS            | 35,335       | A.Y. 2013-14 to 2018-19            | ITAT                               |

6. The Company has not defaulted in repayment of loan or borrowing to financial institution, bank, government or dues to debenture holders.
7. According to the information and explanations given by the management, the company has raised money by way of initial public offer and term Loans during the year. And the said funds are used for the purpose the same are raised.
8. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year and we are not informed of any such cases by the management of the company.
9. In our opinion, the company has paid the managerial remuneration within the limits as prescribed as per the provisions of Section 197 read with Schedule V to the Companies Act.
10. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

11. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
12. According to the information and explanations given by the management, the company has not made any preferential allotment during the year under review. Accordingly, the provisions of section 42 of companies Act, 2013 has been complied.
13. According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
14. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**FOR AND ON BEHALF OF  
FOR, CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FRN 101698 W**

**BHARAT M. ZINZUVADIA  
PARTNER  
MEMB. NO. F 109606  
PLACE: AHMEDABAD  
DATE: 29.05.2018**



## DEV INFORMATION TECHNOLOGY LIMITED

( CIN : L30000GJ1997PLC033479 )

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2018

|     | PARTICULARS                        | REFER<br>NOTE NO. | AS ON 31ST<br>MARCH 2018<br>Rs | AS ON 31ST<br>MARCH 2017<br>Rs |
|-----|------------------------------------|-------------------|--------------------------------|--------------------------------|
| I.  | <b>EQUITY AND LIABILITIES</b>      |                   |                                |                                |
| 1   | Shareholders' funds                |                   |                                |                                |
|     | (a) Share capital                  | 2                 | 5,52,05,000                    | 4,03,25,000                    |
|     | (b) Reserves and surplus           | 3                 | 19,93,72,300                   | 12,05,72,230                   |
|     | <b>Non-current liabilities</b>     |                   |                                |                                |
|     | (a) Long-term borrowings           | 4                 | 1,18,74,643                    | 2,22,12,632                    |
|     | (b) Deferred Tax Liability/(Asset) | 5                 | 11,68,156                      | 25,36,107                      |
|     | (c) Other Long term liabilities    | 6                 | 12,18,572                      | 37,47,823                      |
|     | <b>Current liabilities</b>         |                   |                                |                                |
|     | (a) Short-term borrowings          | 7                 | 7,08,35,793                    | 4,45,23,773                    |
|     | (b) Trade payables                 | 8                 | 16,89,43,638                   | 16,70,08,468                   |
|     | (c) Other current liabilities      | 9                 | 1,85,34,716                    | 2,53,91,688                    |
|     | (d) Short-term provisions          | 10                | 58,23,626                      | 26,60,084                      |
|     | <b>Total</b>                       |                   | <b>53,29,76,444</b>            | <b>42,89,77,805</b>            |
| II. | <b>ASSETS</b>                      |                   |                                |                                |
| 1   | <b>Non-current assets</b>          |                   |                                |                                |
|     | (a) Property Plant & Equipment     |                   |                                |                                |
|     | (i) Tangible assets                | 11                | 5,44,46,209                    | 5,17,60,102                    |
|     | (ii) Intangible assets             |                   | 3,14,46,638                    | 3,95,39,726                    |
|     | (b) Non-Current Investments        | 12                | 28,29,978                      | 26,72,350                      |
|     | (c) Long Term Loans and Advances   | 13                | 62,85,549                      | 59,80,045                      |
| 2   | <b>Current assets</b>              |                   |                                |                                |
|     | (a) Inventories                    | 14                | 6,55,14,367                    | 4,61,80,300                    |
|     | (b) Trade receivables              | 15                | 27,39,96,991                   | 20,74,34,180                   |
|     | (c) Cash and cash equivalents      | 16                | 5,98,41,937                    | 4,36,69,472                    |
|     | (d) Short-term loans and advances  | 17                | 3,86,14,775                    | 3,17,41,630                    |
|     | <b>Total</b>                       |                   | <b>53,29,76,444</b>            | <b>42,89,77,805</b>            |

FOR CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 101698W

FOR, DEV INFORMATION TECHNOLOGY LTD.

BHARAT M ZINZUVADIA  
PARTNER

PRANAV N. PANDYA  
(DIN: 00021744)  
CHAIRMAN

JAIMIN.J. SHAH  
(DIN : 00021880)  
MANAGING DIRECTOR

MEMBERSHIP NO. 109606  
PLACE : AHMEDABAD  
DATE : 29/05/2018

HARSHIL H. SHAH  
CHIEF FINANCIAL OFFICER

KRISA R. PATEL  
COMPANY SECRETARY

## DEV INFORMATION TECHNOLOGY LTD.

( CIN : L30000GJ1997PLC033479 )

STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

|       | PARTICULARS  | REFER<br>NOTE NO. | 2017-18<br>Rs       | 2016-17<br>Rs |
|-------|--|-------------------|---------------------|---------------|
| I.    | Revenue from operations  | 18                | 66,97,13,857        | 56,52,46,056  |
| II.   | Other income   | 19                | 35,71,316           | 33,76,297     |
| III.  | <b>Total Revenue (I + II)</b>  |                   | <b>67,32,85,173</b> | 56,86,22,353  |
| IV.   | <b>Expenses:</b>   |                   |                     |               |
|       | Cost of Goods & Services   | 20                | 37,18,25,173        | 30,82,16,218  |
|       | Changes in inventories of Stock-in-Trade & Project in Progress                     | 21                | -1,93,34,067        | -1,27,31,578  |
|       | Employee benefits expenses   | 22                | 19,04,07,986        | 17,19,74,568  |
|       | Finance costs  | 23                | 1,63,12,229         | 1,53,98,728   |
|       | Depreciation and amortization expenses   |                   | 1,74,99,339         | 75,01,438     |
|       | Other expenses   | 24                | 4,70,80,616         | 3,49,07,283   |
|       | <b>Total expenses</b>  |                   | <b>62,37,91,276</b> | 52,52,66,657  |
| V.    | <b>Profit before tax (III - IV)</b>  |                   | <b>4,94,93,896</b>  | 4,33,55,696   |
| VI.   | <b>Tax expense:</b>  |                   |                     |               |
|       | (1) Current Tax  |                   | 1,71,00,000         | 1,23,00,000   |
|       | (2) Deferred tax   |                   | -13,67,951          | 25,75,138     |
|       | (3) Excess Provision of Tax of Earlier Years                                       |                   | 7,29,929            | 5,23,870      |
| VII.  | <b>Profit for the Year (V - VI)</b>  |                   | <b>3,44,91,777</b>  | 2,90,04,428   |
| VIII. | <b>Earnings per equity share:</b>  |                   |                     |               |
|       | (1) Basic  |                   | 6.30                | 7.28          |
|       | (2) Diluted  |                   | 6.30                | 7.28          |
|       | Significant Accounting Policies and Notes Forming Part of the Financial Statements | 1                 |                     |               |

**FOR CHANDULAL M SHAH & CO.**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN. NO. 101698W**

**FOR, DEV INFORMATION TECHNOLOGY LTD.**

**BHARAT M ZINZUVADIA**  
**PARTNER**

**PRANAV N. PANDYA**  
**(DIN: 00021744)**  
**CHAIRMAN**

**JAIMIN.J. SHAH**  
**(DIN : 00021880)**  
**MANAGING DIRECTOR**

**MEMBERSHIP NO. 109606**  
**PLACE : AHMEDABAD**  
**DATE : 29/05/2018**

**HARSHIL H. SHAH**  
**CHIEF FINANCIAL OFFICER**

**KRISA R. PATEL**  
**COMPANY SECRETARY**

## DEV INFORMATION TECHNOLOGY LTD.

( CIN : L30000GJ1997PLC033479 )

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

| PARTICULARS  | 2017-18<br>Rs |                | 2016-17<br>Rs |               |
|--|---------------|----------------|---------------|---------------|
| <b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>                |               |                |               |               |
| Net Profit Before Tax As Per Profit & Loss A/C               |               | 4,94,93,897    |               | 43355696      |
| <b>Adjustments :</b>   |               |                |               |               |
| Depreciation   | 1,74,99,339   |                | 7501438       |               |
| Dividend Income  | (1,50,000)    |                | -150000       |               |
| Profit from Investment                                       | (91,149)      |                |               |               |
| Profit on Sale of Fixed Assets                               | (2,44,523)    |                |               |               |
| Dimunition In Investment                                     | 0             |                | 747600        |               |
| Interest Income  | (28,96,996)   |                | -3218458      |               |
| Interest Exps  | 1,63,12,229   |                | 15398728      |               |
| Foreign Exchange Effects Gain/Loss                           | -14480        |                | 7839          |               |
|  |               | 3,04,14,420    |               | 2,02,87,147   |
| Operating Profit Before Working Capital                      |               | 7,99,08,317    |               | 6,36,42,843   |
| Adjusted For :   |               |                |               |               |
| i) Trade Receivables, Other current Assets                   | (8,78,51,460) |                | -85234023.47  |               |
| ii) Stock  | (1,93,34,067) |                | -12731578     |               |
| iii) Trade Payable, Provisions and other Current Liabilities | (17,69,947)   |                | 62149108.37   |               |
|  |               | (10,89,55,474) |               | (3,58,16,493) |
| Cash Generated From Operations                               |               | (2,90,47,157)  |               | 2,78,26,350   |
| Net Cash From Operating Activities (A)                       |               | (2,90,47,157)  |               | 2,78,26,350   |
| <b>B) Cash Flow From Investing Activities :</b>              |               |                |               |               |
| Purchase Of Fixed Assets                                     | (1,22,58,835) |                | -57368820     |               |
| Sale Of Fixed Assets   | 4,11,000      |                | -             |               |
| Purchase Of Investments                                      | (1,02,000)    |                | -             |               |
| Interest Income  | 28,96,996     |                | 3218458       |               |
| Dividend Income  | 1,50,000      |                | 150000        |               |
| Net Cash Used In Investing Activities (B)                    |               | (89,02,839)    |               | (5,40,00,362) |

|  |               |             |             |               |
|--|---------------|-------------|-------------|---------------|
| <b>C) Cash Flow From Financing Activities</b>      |               |             |             |               |
| Proceeds Of Borrowings                             | 1,34,59,467   |             | 3657674     |               |
| Payment Of Interest                                | (1,63,12,229) |             | -15398728   |               |
| Proceeds Of Issue of Shares                        | 6,24,96,000   |             | 23400000    |               |
| Dividend Paid Including Distribution Tax           | (33,19,182)   |             | -1493110    |               |
| Net Cash From Financing Activities                 | 5,63,24,056   |             | 1,01,65,836 |               |
| Net Increase In Cash & Cash Equivalents (A+B+C)    |               | 1,83,74,060 |             | (1,60,08,176) |
| Opening Balance Of Cash & Cash Equivalents         |               | 1,75,36,289 |             | 33544465      |
| Closing Balance Of Cash & Cash Equivalents         |               | 3,59,10,349 |             | 1,75,36,289   |
| Net Increase/(Decrease) In Cash & Cash Equivalents |               |             |             |               |

**FOR CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 101698W**

**FOR, DEV INFORMATION TECHNOLOGY LTD.**

**BHARAT M ZINZUVADIA  
PARTNER**

**PRANAV N. PANDYA  
(DIN: 00021744)  
CHAIRMAN**

**JAIMIN.J. SHAH  
(DIN : 00021880)  
MANAGING DIRECTOR**

**MEMBERSHIP NO. 109606  
PLACE : AHMEDABAD  
DATE : 29/05/2018**

**HARSHIL H. SHAH  
CHIEF FINANCIAL OFFICER**

**KRISA R. PATEL  
COMPANY SECRETARY**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****CORPORATE INFORMATION**

Dev Information Technology Limited (formerly known as Dev Information Technology Private Limited), incorporated under the Companies Act, 1956 is listed on NSE SME Platform (NSE Emerge). The Company is engaged in providing Information Technology (IT) services. The company offers tightly integrated end-to-end IT services to global clientele.

**Note No- 1****A. SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2018.****A. BASIS OF ACCOUNTING:**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**B. USE OF ESTIMATES:**

The preparation of financial statements in accordance with the generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimate is recognised in the period in which the estimates are Revised and in any future period affected.

**C. PROPERTY PLANT & EQUIPMENT:**

Property Plant & Equipment are stated at historical cost less accumulated depreciation. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost.

**D. DEPRECIATION:**

- a) Depreciation on Property Plant & Equipment is provided on the Written Down Value Method (WDV) Method on the basis of Useful Life prescribed in Schedule II to the Companies Act, 2013
- b) Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on pro-rata basis, at their respective rates with reference to the date of acquisition / installation or date of sale/disposal.

- c) Intangible assets are amortized on straight line basis over their respective individual estimated useful lives as determined by the management.

### **E. INVESTMENT:**

Long Term Investments are carried at cost less provision for permanent diminution, if any, in value of such investments.

### **F. IMPAIRMENT OF ASSETS:**

The company on an Annual basis makes an assessment of any indicator that may lead to impairment of Assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by creating the difference as impairment loss & is charged to Profit & Loss Account.

### **G. FOREIGN CURRENCY TRANSACTIONS:**

- a) Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing on the date of the balance sheet. All exchange differences other than those relating to the acquisition of Property Plant & Equipment from outside India are dealt with in the statement of profit and loss. Exchange gain or loss relating to Property Plant & Equipment acquired from outside India is adjusted in the cost of respective Property Plant & Equipment.
- b) Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the statement of profit and loss in the reporting period in which the exchange rates change.

### **H. REVENUE RECOGNITION:**

Income and Expenditure are recognized and accounted on Accrual Basis. Revenue from Sale of goods is recognized on delivery of the goods, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to customers & no effective ownership is retained However;

- a) Revenue in respect of insurance/other claims etc., is recognized only when it is reasonably certain that the ultimate collection will be made.
- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.
- c) Dividend Income is recognized on receipt basis.
- d) Recognition of revenue from rendering of services

- e) Revenue from the fixed price technical maintenance services are recognized rateably over the period of the service contract.
- f) Revenue from the use of the software license are recognized on the transfer of the title in the user license for software application.
- g) In case of software development contract having multiple stages or benchmark of the completion, the revenue is recognized on percentage of completion method.
- h) Revenue from other support services arising out of sale of software products are recognized when the services are performed.

### I. VALUATION OF STOCK:

Trading Goods and project in progress are valued at lower of cost or net realizable value.

### J. EARNINGS PER SHARE:

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax (and include the post tax effect of any extra ordinary item). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

### K. TAXATION:

#### a) Direct Taxes:

Tax expense for the year, comprising Current Tax and Deferred Tax is included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

#### b) Indirect Taxes:

The liabilities are provided or considered as contingent depending upon the merit of each case and/or receiving the actual demand from the department.

### L. PROVISIONS AND CONTINGENT LIABILITY:

A provision is recognized when there is a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when there is a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.



## B. NOTES ON ACCOUNTS

1. Balances of Sundry Debtors, Creditors, and Loans & Advances Deposits are subject to the confirmation by the parties.
2. The Company got Listed on the SME platform of National Stock Exchange i.e. NSE Emerge.
3. The Company has come up with IPO of Equity Shares of Rs 10 each at a premium of Rs 32. The Company opened its IPO on 31/03/2017 which was closed on 06/04/2017. The Company's shares got listed on NSE platform on 17/04/2017.
4. There are no Micro and Small Enterprise, to whom company owes dues, which are outstanding for more than 45 days as at 31st March, 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act (MSMED Act), 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
5. In terms of Accounting Standard 28 – Impairment of Assets issued by ICAI, the management has reviewed its Property Plant & Equipment and arrived at the conclusion that Impairment loss which is difference between the carrying amount and recoverable value of Assets was not material and hence no provision is required to be made
6. Disclosure pursuant to Accounting Standard - 15 [Revised] 'Employee Benefits'
  - a) The Company has, with effect from 1st April, 2007, adopted Accounting Standard 15, Employee Benefits [Revised 2005] [the 'Revised AS 15']. In accordance with the transitional provisions governing gratuity valuation – defined benefit plan – long term liability based on actuarial valuation is as follows:
  - b) The Amount (in Rs.) as certified by the Approved Value is as under:

**Reconciliation statement of expense in the statement of profit and loss**  
**Table Showing Changes in Present Value of Obligations**

| Period   | From:<br>01/04/2017 To:<br>03/31/2018 | From:<br>01/04/2016<br>To:<br>03/31/2017 |
|--|---------------------------------------|--|
| Present value of the obligation at the beginning of the period | 1,14,87,646                           | 90,15,798                                |
| Interest cost  | 8,61,573                              | 6,76,185                                 |
| Current service cost   | 30,27,876                             | 23,02,752                                |
| Past Service Cost  | 10,91,696                             |  |
| Benefits paid (if any)   | (6,96,966)                            | (22,757)                                 |
| Actuarial (gain)/loss  | 8,27,753                              | (4,84,332)                               |
| Present value of the obligation at the end of the period       | 1,65,99,578                           | 1,14,87,646                              |

## Key results (The amount to be recognized in the Balance Sheet):

| Period   | As on<br>31/03/2017 | As on<br>31/03/2016 |
|--|---------------------|---------------------|
| Present value of the obligation at the end of the Period               | 1,65,99,578         | 1,14,87,646         |
| Fair value of plan assets at end of period                             | 1, 18,72,952        | 71,63,630           |
| Net liability/(asset) recognized in Balance Sheet and related analysis | 47,26,626           | 43,24,016           |
| Funded Status  | (47,26,626)         | (43,24,016)         |
| Present value of the obligation at the end of the period               | 1,65,99,578         | 1,14,87,646         |
| Fair value of plan assets at end of period                             | 1, 18,72,952        | 71,63,630           |
| Net liability/(asset) recognized in Balance Sheet and related analysis | 47,26,626           | 43,24,016           |

## Expense recognized in the statement of Profit and Loss:

| Period   | As on<br>31/03/2017 | As on<br>31/03/2016 |
|--|---------------------|---------------------|
| Interest cost                                      | 8,61,573            | 6,76,185            |
| Current service cost                               | 30,27,876           | 23,02,752           |
| Past Service Cost                                  | 10,91,696           |                     |
| Expected return on plan asset                      | (5,37,272)          | (1,42,789)          |
| Net actuarial (gain)/loss recognized in the period | 7,08,737            | (6,24,077)          |
| Expenses to be recognized in P&L                   | 51,52,610           | 22,12,071           |

## Table showing changes in the Fair value of Planned Assets:

| Period   | From:<br>01/04/2017 To:<br>03/31/2018 | From:<br>01/04/2016<br>To:<br>03/31/2017 |
|--|---------------------------------------|--|
| Fair value of plan assets at the beginning of the Period | 71,63,630                             | 19,03,853                                |
| Expected return on plan assets                           | 5,37,272                              | 1,42,789                                 |
| Contributions  | 47,50,000                             | 50,00,000                                |
| Benefits paid  | (6,96,966)                            | (22,757)                                 |
| Actuarial gain/(Loss) on plan Assets                     | 1,19,016                              | 1,39,745                                 |
| Fair Value of Plan Asset at the end of the Period        | 1,18,72,952                           | 71,63,630                                |

**Table showing Fair Value of Planned Assets:**

| Period   | From:<br>01/04/2017 To:<br>03/31/2018 | From:<br>01/04/2016 To:<br>03/31/2017 |
|--|---------------------------------------|---------------------------------------|
| Fair value of plan assets at the beginning of the Period | 71,63,630                             | 19,03,853                             |
| Actual return on plan assets                             | 6,56,288                              | 2,82,534                              |
| Contributions  | 47,50,000                             | 50,00,000                             |
| Benefits paid  | (6,96,966)                            | (22,757)                              |
| Fair value of plan assets at the end of the period       | 1,18,72,952                           | 71,63,630                             |

**Actuarial Gain)/(Loss on Planned Assets:**

| Period                         | From:<br>01/04/2017 To:<br>03/31/2018 | From:<br>01/04/2016 To:<br>03/31/2017 |
|--------------------------------|---------------------------------------|---------------------------------------|
| Actual return on plan assets   | 6,56,288                              | 2,82,534                              |
| Expected return on plan assets | 5,37,272                              | 1,42,789                              |
| Actuarial gain/(Loss)          | 1,19,016                              | 1,39,745                              |

**Actuarial gain/(Loss) recognized:**

| Period  | From:<br>01/04/2017 To:<br>03/31/2018 | From:<br>01/04/2016<br>To:<br>03/31/2017 |
|---|---------------------------------------|--|
| Actuarial gain/(Loss)-obligation                            | 8,27,753                              | (4,84,332)                               |
| Actuarial gain/(Loss)-plan asset                            | (1,19,016)                            | (1,39,745)                               |
| Total Actuarial gain/(Loss)                                 | 7,08,737                              | 6,24,077                                 |
| Actuarial gain/(Loss) recognize                             | 7,08,737                              | 6,24,077                                 |
| Outstanding actuarial gain/ (loss) at the end of the period | 0                                     | 0  |

**Experience adjustment:**

| Period  | As on<br>31/03/2017 | As on<br>31/03/2016 |
|---|---------------------|---------------------|
| Experience Adjustment (Gain ) / loss for Plan liabilities | 19,19,449           |                     |
| Experience Adjustment Gain / (loss ) for Plan assets      | 1,19,016            |                     |

## Summary of membership data at the date of valuation and statistics based thereon:

| Period  | As on<br>31/03/2017 | As on<br>31/03/2016 |
|---|---------------------|---------------------|
| Number of employees   | 797                 | 677                 |
| Total monthly salary  | 96,94,289           | 70,41,969           |
| Average Past Service(Years)   | 2.8                 | 2.8                 |
| Average Future Service (yr)   | 29.0                | 29.5                |
| Average Age(Years)  | 29.0                | 28.5                |
| Weighted average duration (based on discounted cash flows) in years | 22                  | 23                  |
| Average monthly salary  | 12,163              | 10,402              |
| Number of employees   | 797                 | 677                 |
| Total monthly salary  | 96,94,289           | 70,41,969           |

## The assumptions employed for the calculations are tabulated:

|                             |                       |                       |
|-----------------------------|-----------------------|-----------------------|
| Discount rate               | 7.50 % per annum      | 7.50 % per annum      |
| Salary Growth Rate          | 6.00 % per annum      | 6.00 % per annum      |
| Mortality                   | IALM 2006-08 Ultimate | IALM 2006-08 Ultimate |
| Expected rate of return     | 7.50 % per annum      | 7.50 % per annum      |
| Withdrawal rate (Per Annum) | 20.00% p.a.           | 20.00% p.a.           |

## Benefits valued:

|   |  |  |
|---|--|--|
| Normal Retirement Age                             | 58 Years   | 58 Years   |
| Salary  | Last drawn qualifying salary                     | Last drawn qualifying salary                     |
| Vesting Period                                    | 5 Years of service                               | 5 Years of service                               |
| Benefits on Normal Retirement                     | 15/26 * Salary * Past Service (yr)               | 15/26 * Salary * Past Service (yr)               |
| Benefit on early exit due to death and disability | As above except that no vesting conditions apply | As above except that no vesting conditions apply |
| Limit   | 2000000.00                                       | 1000000.00                                       |

## Current Liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013) :

| Period                            | As on<br>31/03/2017 | As on<br>31/03/2016 |
|-----------------------------------|---------------------|---------------------|
| Current Liability (Short Term)*   | 27,89,658           | 19,01,361           |
| Non Current Liability (Long Term) | 1,38,09,920         | 95,86,285           |
| Total Liability                   | 1,65,99,578         | 1,14,87,646         |

**Projection for next period:**

|   |           |  |
|---|-----------|--|
| Best estimate for contribution during next Period | 47,29,903 |  |
|---|-----------|--|

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

| Period   | As on: 03/31/2018  |
|--|--|
| Defined Benefit Obligation (Base)                | 1,65,99,578@ Salary Increase Rate : 6%, and discount rate : 7.5% |
| Liability with x% increase in Discount Rate      | 1,59,23,901; x=1.00% [Change (4)% ]                              |
| Liability with x% decrease in Discount Rate      | 1,73,33,242; x=1.00% [Change 4% ]                                |
| Liability with x% increase in Salary Growth Rate | 1,73,36,904; x=1.00% [Change 4% ]                                |
| Liability with x% decrease in Salary Growth Rate | 1,59,08,376; x=1.00% [Change (4)% ]                              |
| Liability with x% increase in withdrawal Rate    | 1,65,42,205; x=1.00% [Change 0% ]                                |
| Liability with x% decrease in withdrawal Rate    | 1,66,54,432; x=1.00% [Change 0% ]                                |

7. Following are the Income Tax and TDS demands pertaining to previous years for which company has not made any provisions in the books.

| Name of the Statute  | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum where the dispute is pending |
|----------------------|----------------|--------------|------------------------------------|------------------------------------|
| Income tax Act, 1961 | Income tax     | 3,38,000     | A.Y.2011-12                        | ITAT                               |
| Income tax Act, 1961 | Income tax     | 18,61,000    | A.Y. 2013-14                       | ITAT                               |
| Income tax Act, 1961 | Income tax     | 51,40,000    | A.Y. 2014-15                       | ITAT                               |
| Income tax Act, 1961 | TDS            | 35,335       | A.Y. 2013-14 to 2018-19            | ITAT                               |
| Income tax Act, 1961 | Income tax     | 3,38,000     | A.Y.2011-12                        | ITAT                               |

8. Earnings per share:

| Particular                                       | 2017-18     | 2016-17     |
|--|-------------|-------------|
| Net profit attributable to Shareholders          | 3,44,91,772 | 2,90,04,428 |
| Weighted average number of equity shares         | 54,75,656   | 39,82,501   |
| Basic earnings per share of Rs.10/- each (in Rs) | 6.30        | 7.28        |

9. Disclosure in respect of related parties pursuant to Accounting Standard 18;

a) List of Related parties :

i) Key Management Personnel and Enterprises having common Key Management Personnel or their Relatives

| Sr No | Name of the Key Management Personnel : | Designation        |
|-------|--|--------------------|
| 1     | Mr. Jaimin J. Shah                     | Managing Director  |
| 2     | Mr. Pranav N. Pandya                   | Chairman           |
| 3     | Mr. Vishal N. Vasu                     | Executive Director |
| 4     | Mr. Prerak P. Shah                     | Executive Director |

ii) Enterprises having common Key Management Personnel and/or their Relatives: Transactions taking place during the year

| Sr No | Name of the Enterprises         |
|-------|---------------------------------|
| 1     | Xduce Infotech Private Limited  |
| 2     | Dev Infotech North America Ltd. |
| 3     | Dev Accelerator LLP             |
| 4     | Amisha J. Shah                  |
| 5     | Sapna V. Vasu                   |
| 6     | Kruti P. Pandya                 |
| 7     | Jayshree J. Shah                |

b) During the year following transactions were carried out with related parties in the ordinary course of business and at arm's Length.

(Brackets figure are of previous year.)

| Sr No | Nature Of Transactions   | Associate Company             | Key Managerial Personnel | Enterprise/ Relatives of Key Management Personnel | O/S Balance as on 31.3.2018        |
|-------|--------------------------|-------------------------------|--------------------------|---|------------------------------------|
| 1     | Remuneration Paid        | N.A                           | 90,52,384<br>(82,98,502) | 25,00,000<br>(26,19,606)                          | N.A                                |
| 2     | Rent Paid                | Nil<br>(Nil)                  | Nil<br>(Nil)             | 2,70,000<br>(2,49,692)                            | N.A                                |
| 3     | Loan Taken               | Nil<br>(Nil)                  |                          | Nil<br>(Nil )                                     | 25,54,649<br>(45,70,515)<br>(Nil ) |
| 4     | Loan Repaid              | Nil<br>(Nil )                 | 20,15,864<br>(56,20,000) | Nil<br>(Nil)                                      | Nil<br>( Nil )                     |
| 5     | Service Charges Paid     | 25,55,291<br>(17,42,361)      | Nil<br>(Nil)             | Nil<br>(Nil)                                      | N.A                                |
| 6     | Service Charges Received | 33,007<br>(1,45,286)          | Nil<br>(Nil)             | Nil<br>(Nil)                                      | N.A                                |
| 7     | Interest Paid            | Nil (Nil)                     | 4,26,818<br>(9,61,926)   | Nil<br>(Nil)                                      | N.A                                |
| 8     | Interest Received        | 76,828<br>(Nil)               | Nil<br>(Nil)             | Nil<br>(Nil)                                      | N.A                                |
| 9     | Sales                    | 10,49,70,788<br>(7,05,75,307) | Nil<br>(Nil)             | Nil<br>(Nil)                                      | 3,76,06,063<br>(2,25,47,250)       |

10. In the opinion of the Board, the Current Assets are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are adequate and not excess of the amount reasonably necessary.

| Sr No | Particular  | 2017-18 (Rs) | 2016-17 (Rs) |
|-------|---|--------------|--------------|
| 1     | Auditors remuneration                                 | 1,00,000     | 1,00,000     |
| 2     | C.I.F. value of imported of capital goods             | NIL          | NIL          |
| 3     | Remittance in Foreign Currency on account of dividend | NIL          | NIL          |
| 4     | Earning in Foreign Exchange                           | 13,05,59,000 | 7,05,48,126  |
| 5     | Expenditure in foreign currency                       |              |              |
| 5.1   | Foreign Traveling                                     | 9,55,188     | 9,38,175     |
| 5.2   | Foreign Subscription                                  | NIL          | NIL          |



Figures of previous year has been regrouped or rearranged wherever necessary to make them comparable with those of the current years as per our separate report of even date.

**FOR CHANDULAL M SHAH & CO.**  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 101698W

**FOR, DEV INFORMATION TECHNOLOGY LTD.**

**BHARAT M ZINZUVADIA**  
PARTNER  
M.NO. 10960

**PRANAV N. PANDYA**  
CHAIRMAN  
(DIN: 00021744)

**JAIMIN.J. SHAH**  
MANAGING DIRECTOR  
(DIN : 00021880)

**HARSHIL H. SHAH**

**KRISA R. PATEL**

**CHIEF FINANCIAL OFFICER**

**COMPANY SECRETARY**

**PLACE : AHMEDABAD**  
**DATE : 29/05/2018**

**PLACE : AHMEDABAD**  
**DATE : 29/05/2018**

## Note No. 2

| Share Capital                             | As at 31 March 2018 |                    | As at 31 March 2017 |                    |
|---|---------------------|--------------------|---------------------|--------------------|
|   | Number of EQ Share  | Rs                 | Number of EQ Share  | Rs                 |
| <b>Authorised</b>                         |                     |                    |                     |                    |
| Equity Shares of Rs. 10/- each            | 60,00,000           | 6,00,00,000        | 60,00,000           | 6,00,00,000        |
| <b>Issued</b>                             |                     |                    |                     |                    |
| Equity Shares of Rs 10/- each             | 55,20,500           | 5,52,05,000        | 40,32,500           | 4,03,25,000        |
| <b>Subscribed &amp; Paid up</b>           |                     |                    |                     |                    |
| Equity Shares of Rs. 10/- each fully paid | 55,20,500           | 5,52,05,000        | 40,32,500           | 4,03,25,000        |
| <b>Total</b>                              | <b>55,20,500</b>    | <b>5,52,05,000</b> | <b>40,32,500</b>    | <b>4,03,25,000</b> |

## Note No. 2.1

| Share Capital  | As at 31 March 2018 |             | As at 31 March 2017 |             |
|--|---------------------|-------------|---------------------|-------------|
|  | Number of EQ Share  | Rs          | Number of EQ Share  | Rs          |
| Equity Shares outstanding at the beginning of the year | 40,32,500           | 4,03,25,000 | 5,00,000            | 50,00,000   |
| Shares Issued during the year                          | 14,88,000           | 1,48,80,000 | 35,32,500           | 3,53,25,000 |
| Shares bought back during the year                     |                     |             |                     |             |
| Shares outstanding at the end of the year              | 55,20,500           | 5,52,05,000 | 40,32,500           | 4,03,25,000 |

## Note No. 2.2

| Name of Shareholder (Details of Shareholders holding more than 5% Shares.) | As at 31 March 2018 |              | As at 31 March 2017 |              |
|--|---------------------|--------------|---------------------|--------------|
|  | No. of Shares held  | % of Holding | No. of Shares held  | % of Holding |
| JAIMIN JAGDISHBHAI SHAH  | 2,97,000            | 5.38%        | 2,97,000            | 7.37%        |
| AMISHA JAYMINBHAI SHAH   | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| HEMANT SURYAKANT SHAH  | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| KRUTI PRANAV PANDYA  | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| MADHURI NIRANJANBHAI PANDYA  | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| SARYUBEN MAHENDRABHAI SHAH   | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| PRATIBHABEN MOHANLAL DESAI   | 3,18,750            | 5.77%        | 3,18,750            | 7.90%        |
| HI TECH ISOLUTIONS LLP   | 2,82,500            | 5.12%        | 2,82,500            | 7.01%        |
| Shares outstanding at the end of the year                                  | 55,20,500           | 5,52,05,000  | 40,32,500           | 4,03,25,000  |

## Note No. 2.3

The company has only one class of shares referred to as equity shares having a par value of Rs 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend recommended by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

## Note No. 2.4

The company has issued 56,500 shares to Hi Tech LLP for as part of Preferential Allotement for other than cash in pursuant to contract. The company has not bought back any share during the period of 5 years immediately preceding balance sheet date. Bonus Issue of 2,50,000 Eq. Shares of Face Value Rs10 Each in the Ratio of 1:2 i.e. 1 Bonus equity share for every 2 eq. shares held by shareholders in the year 2016-17. Bonus Issue of 32,26,000 eq. Shares of Face Value Rs. 10 each in the Ratio of 4:1 i.e. 4 Bonus equity shares for every 1 equity share held in the year 2016-17.

## Note No. 2.5

There are no unpaid calls from Directors or officers.

## Note No. 2.6

Equity shares rank pari passu & subject to right, preference and restrictions under the Companies Act.

## Note No. 3

|   | Reserves & Surplus | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|---|--------------------|------------------------------|------------------------------|
| <b>(a) Share Securities Premium</b>   |                    |                              |                              |
| Opening Balance   |                    |                              |                              |
| Add: Additions during the year  |                    | 4,76,16,000                  | 2,28,35,000                  |
| Less: Utilised For issuing Bonus Shares                                       |                    | -                            | -2,28,35,000                 |
| <b>Closing Balance</b>  |                    | <b>4,76,16,000</b>           | -                            |
| <b>(b) Foreign Currency Monetary Item Translation<br/>Difference Accounts</b> |                    |                              |                              |
| <b>Foreign Currency Translation Reserve</b>                                   |                    | <b>-47,716</b>               | -62,196                      |
| <b>(c) General Reserves</b>   |                    |                              |                              |
| Opening Balance   |                    | 5,10,75,000                  | 6,30,00,000                  |
| (-) Capitalised by Issue of Bonus Shares                                      |                    |                              | -1,19,25,000                 |
| (+) Current Year Transfer   |                    |                              |                              |
| <b>Closing Balance</b>  |                    | <b>5,10,75,000</b>           | 5,10,75,000                  |
| <b>(d) Surplus in Statement of Profit &amp; Loss</b>                          |                    |                              |                              |
| <b>Opening balance</b>  |                    | 6,95,59,426                  | 4,05,54,998                  |
| (+) Net Profit For the current year   |                    | 3,44,91,772                  | 2,90,04,428                  |
| (-) Final Dividends Paid  |                    | 27,60,250                    | -                            |
| (-) Corporate Dividend Tax  |                    | 5,61,932                     | -                            |
| (-) Depreciation of Earlier years   |                    |                              | -                            |
| (-) Transfer to Reserves  |                    | -                            | -                            |
| <b>Closing Balance</b>  |                    | <b>10,07,29,016</b>          | 6,95,59,426                  |
|   | <b>Total</b>       | <b>19,93,72,300</b>          | <b>12,05,72,230</b>          |

## Note No. 4

|     | Long Term Borrowings   | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|--|------------------------------|------------------------------|
|     | <b>Secured</b>   |                              |                              |
| (a) | <b>Term loans</b>  |                              |                              |
| -   | Vehicle Loan from HDFC Bank & Axis Bank **<br>(Against Hypothecation of Vehicles of Company , Repayable in 36 to 60 Monthly Installment, Rate of Interest 9.30 % to 10.54%   | 34,86,813                    | 53,08,898                    |
| -   | The Kalupur commercial cop Bank Ltd **<br>(Against Equitabale Mortgage of immovable properties situtated at 14-Aaryans Corporate Park , Shilaj Railway Crossing , Thaltej, Ahmedabad & guaranteed by directors Repayable in 84 monthly instalments starting from 07-01-2012) | 58,33,180                    | 1,23,33,220                  |
|     |  | <b>93,19,993</b>             | <b>1,76,42,118</b>           |
|     | <b>Unsecured</b>   |                              |                              |
| -   | From Directors   | 25,54,650                    | 45,70,514                    |
|     | <b>Closing Balance</b>   | <b>25,54,650</b>             | <b>45,70,514</b>             |
|     |  |                              |                              |
|     | <b>Total</b>   | <b>1,18,74,643</b>           | <b>2,22,12,632</b>           |

\*\* 1. The above amount have been guaranteed by Directors of Company.

## Note No. 5

|  | Deferred Tax (Assets)/Liabilities (Net)           | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|---|------------------------------|------------------------------|
|  | Opening Balance                                   | 25,36,107                    | -39,031                      |
|  | Current Year Adjustment/(Provision) in respect of | -13,67,951                   | 25,75,138                    |
|  | Deferred tax Liability                            |                              |                              |
|  | Fixed Asset                                       | 27,30,921                    | 31,31,301                    |
|  | Deferred Tax Asset                                |                              |                              |
|  | For Expense allowable on payment basis            | 13,62,970                    | 5,56,163                     |
|  | <b>Deferred Tax Liability/(Assets)</b>            | <b>11,68,156</b>             | 25,36,107                    |

## Note No. 6

|  | Other Long Term Liabilities | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|-----------------------------|------------------------------|------------------------------|
|  | - Security Deposit          | 12,18,572                    | 37,47,823                    |
|  | <b>Total</b>                | <b>12,18,572</b>             | 37,47,823                    |

## Note No. 7

|  | Short Term Borrowings  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|--|------------------------------|------------------------------|
|  | <b><u>Secured</u></b><br>Term loans<br>Vehicle Loan from HDFC Bank & Axis Bank **<br>(Against Hypothecation of Vehicles of Company )<br>The Kalupur commercial cop Bank Ltd **<br>(Against Equitabale Mortgage of immovable<br>properties situated at 14-Aryans Corporate Park<br>, Shilaj Railway Crossing , Thaltej, Ahmedabad &<br>guaranteed by directors .Repayable in 84 monthly<br>instalments starting from 07-01-2012)<br><br>Loans repayable on demand<br>- The Kalupur Commercial Co-operative Bank Ltd<br>(OD)**<br>(Secured against hypothecation of Fixed Deposits)<br><br>Working Capital Cash Credit Facilities<br>- The Kalupur Commercial Co-operative Bank Ltd **<br>(Secured against hypothecation of stock in trade<br>& book debts,and further guaranteed by Director<br>)<br><br>Other<br>Inter-Corporate Deposits<br>(Unsecured) |                              |                              |
|  | <b>Total</b>   | <b>7,08,35,793</b>           | <b>4,45,23,773</b>           |

### Note No. 7.1

\*\* There is no default as on the balance sheet date in repayment of loans and interest.



## Note No. 8

|     | Trade Payable  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|----------------|------------------------------|------------------------------|
| (a) | Trade payable  | 15,15,58,822                 | 15,24,96,998                 |
| (b) | Other payables | 1,73,84,816                  | 1,45,11,470                  |
|     | <b>Total</b>   | <b>16,89,43,638</b>          | 16,70,08,468                 |

## Note No. 9

|     | Other Current Liabilities  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|--|------------------------------|------------------------------|
| (a) | Current maturities of long-term borrowings<br>(Refer Note 9.1 below) | 83,28,212                    | 1,13,95,939                  |
| (b) | Other payables   |                              |                              |
|     | Advances from Customers  | 13,224                       | 2,49,186                     |
|     | Statutory Dues   | 88,65,368                    | 1,24,47,025                  |
|     | Unpaid Dividends   | 3,000                        | -                            |
|     | Others   | 13,24,912                    | 12,99,538                    |
|     | <b>Total</b>   | <b>1,85,34,716</b>           | 2,53,91,688                  |

## Note No. 9.1

|  | Current maturities of long-term borrowings   | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|--|------------------------------|------------------------------|
|  | The Kalupur Commercial Co-operative Bank Ltd | 65,00,040                    | 97,13,788                    |
|  | HDFC Bank Ltd                                | 18,28,172                    | 16,82,151                    |
|  | <b>Total</b>                                 | <b>83,28,212</b>             | 1,13,95,939                  |

### Note No. 10

|  | Short Term Provisions           | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|---------------------------------|------------------------------|------------------------------|
|  | Provision for employee benefits |                              |                              |
|  | Leave Encashment                | 10,97,000                    | 8,59,902                     |
|  | Gratuity                        | 47,26,626                    | 18,00,182                    |
|  | <b>Total</b>                    | <b>58,23,626</b>             | <b>26,60,084</b>             |

## Note :11 - Property Plant & Equipment

| Sr.No. | Group Head               | Gross Block                      |                    |                  | Depreciation Block                |                                  |   | Net Block        |                                   |
|--------|--------------------------|----------------------------------|--------------------|------------------|-----------------------------------|----------------------------------|---|------------------|-----------------------------------|
|        |                          | Opening Balance As on 1-Apr-2017 | Additions          | Deduction        | Closing Balance as on 31-Mar-2018 | Opening Balance As on 1-Apr-2017 | Depreciation for the period up to 31-Mar-2018 | Deduction        | Closing Balance as on 31-Mar-2018 |
| A      | <b>Tangible Assets</b>   |                                  |                    |                  |                                   |                                  |   |                  |                                   |
|        | Office Building          | 4,53,31,015                      | 21,78,234          | —                | 4,75,09,249                       | 1,21,32,398                      | 16,54,082                                     | —                | 1,37,86,480                       |
|        | Furniture                | 1,04,20,406                      | 33,78,042          | —                | 1,37,98,448                       | 50,42,760                        | 16,77,407                                     | —                | 70,78,281                         |
|        | Office Equipments        | 67,20,967                        | 17,16,700          | —                | 84,37,667                         | 48,36,596                        | 10,80,451                                     | —                | 59,17,047                         |
|        | Computer                 | 1,40,21,211                      | 37,87,073          | —                | 1,78,08,284                       | 1,07,15,013                      | 25,73,830                                     | —                | 1,32,88,842                       |
|        | Vehicle                  | 1,62,10,864                      | 4,74,860           | 21,47,732        | 1,45,37,992                       | 85,86,582                        | 23,34,076                                     | 19,81,255        | 89,39,403                         |
|        | Plant & Machinery        | 3,78,000                         | 3,96,130           | —                | 7,74,130                          | 48,553                           | 63,333  | —                | 1,11,886                          |
|        | Computer software        | —                                | 3,27,796           | —                | 3,27,796                          | —                                | 12,840  | —                | 6,62,244                          |
|        | Trademark                | 40,000                           | —                  | —                | 40,000                            | 460                              | 10,232  | —                | 3,14,957                          |
|        |                          |                                  |                    |                  |                                   |                                  |   |                  | 29,308                            |
|        | <b>Sub total</b>         | <b>9,31,22,463</b>               | <b>1,22,58,835</b> | <b>21,47,732</b> | <b>10,32,33,566</b>               | <b>4,13,62,362</b>               | <b>94,06,251</b>                              | <b>19,81,255</b> | <b>4,87,87,358</b>                |
| B      | <b>Intangible Assets</b> |                                  |                    |                  |                                   |                                  |   |                  |                                   |
|        | Goodwill                 | 4,00,00,000                      | —                  | —                | 4,00,00,000                       | 4,60,274                         | 80,93,088                                     | —                | 85,53,362                         |
|        |                          |                                  |                    |                  |                                   |                                  |   |                  | 3,14,46,638                       |
|        | <b>Sub total</b>         | <b>4,00,00,000</b>               | <b>—</b>           | <b>—</b>         | <b>4,00,00,000</b>                | <b>4,60,274</b>                  | <b>80,93,088</b>                              | <b>—</b>         | <b>85,53,362</b>                  |
|        |                          |                                  |                    |                  |                                   |                                  |   |                  | 3,95,39,726                       |
|        | <b>Total</b>             | <b>13,31,22,463</b>              | <b>1,22,58,835</b> | <b>21,47,732</b> | <b>14,32,33,566</b>               | <b>4,18,22,636</b>               | <b>1,74,99,339</b>                            | <b>19,81,255</b> | <b>5,73,40,720</b>                |
|        | Prev. Year Figures       | 7,57,53,643                      | 5,73,68,820        | -                | 13,31,22,463                      | 3,43,21,195                      | 75,01,436                                     |                  | 4,18,22,631                       |
|        |                          |                                  |                    |                  |                                   |                                  |   |                  | 9,12,99,828                       |
|        |                          |                                  |                    |                  |                                   |                                  |   |                  | 4,14,32,448                       |

## Note :12

|   |  | F.Y. 2017-18        |                     |
|---|--|---------------------|---------------------|
|   |  | As at 31 March 2017 | As at 31 March 2018 |
|   |  | Rs.                 | Rs.                 |
| <b>Non - Current Investments</b>            |  |                     |                     |
| <b>Other Investment</b>                     |  |                     |                     |
| (a) Investment in Equity Instruments        |  | 26,86,830           | 26,72,350           |
| (b) Investment in Other Corporate Entities* |  | 1,43,148            |                     |
| <b>Total</b>                                |  | <b>28,29,978</b>    | <b>26,72,350</b>    |

\* It includes profit for the current year.

### Details of Non - Trade Investment

| Sr. No.                                 | Name of the Body Corporate   | Subsidiary / Associate / JV / Controlled Entity / Others | No. of Shares / Units |         | Quoted / Unquoted | Partly Paid / Fully paid | Extent of Holding (%) |         | Amount (Rs.) |           | Whether stated at Cost Yes / No | If Answer to Column (9) is 'No' Basis of Valuation |
|---|--|--|-----------------------|---------|-------------------|--------------------------|-----------------------|---------|--------------|-----------|---------------------------------|--|
|   |  |  | 2017-18               | 2016-17 |                   |                          | 2017-18               | 2016-17 | 2017-18      | 2016-17   |                                 |  |
| (1)                                     | (2)  | (3)  | (4)                   | (5)     | (6)               | (7)                      | (8)                   | (9)     | (10)         | (12)      | (13)                            |  |
| <b>Investment in Equity Instruments</b> |  |  |                       |         |                   |                          |                       |         |              |           |                                 |  |
| 1                                       | Eq share of Digi Corp P Ltd (Shares of Rs.10 Each)                     | Others   | 700                   | 700     | Unquoted          | Fully Paid up            | -                     | -       | 17,00,000    | 17,00,000 | Yes                             | N/A  |
| 2                                       | Eq share of Anjani Infra P Ltd (Shares of Rs.10 Each)                  | Others   | 8,000                 | 8,000   | Unquoted          | Fully Paid up            | -                     | -       | 80,000       | 80,000    | Yes                             | N/A  |
| 3                                       | Eq share of Kalupur commercial co-op Bank Ltd. (Shares of Rs.25 Each)  | Others   | 50,000                | 50,000  | Unquoted          | Fully Paid up            | -                     | -       | 12,50,000    | 12,50,000 | Yes                             | N/A  |
| 4                                       | Dev Infotech North America Ltd.  | Subsidiary   | 8,000                 | 8,000   | Unquoted          | Fully Paid up            | 74.42%                | 74.42%  | 4,04,080     | 3,89,600  | Yes                             | N/A  |
| 5                                       | Eq Share Of GESIA IT Association                                       | Others   | 5                     | 5       | Unquoted          | Fully Paid up            | -                     | -       | 100          | 100       | Yes                             | N/A  |
| 6                                       | Eq Share of Kesari Nandan Co-op Housing Society (Shares of Rs.50 Each) | Others   | 5                     | 5       | Unquoted          | Fully Paid up            | -                     | -       | 250          | 250       | Yes                             | N/A  |
| <b>Total</b>                            |  |  |                       |         |                   |                          |                       |         | 34,34,430    | 34,19,950 |                                 |  |

|   |  | 2017-18          | 2016-17          |
|---|--|------------------|------------------|
|   |  | Rs.              | Rs.              |
| <b>Particulars</b>  |  |                  |                  |
| Aggregate amount of unquoted investments                  |  | 34,34,430        | 34,19,950        |
| Provision for diminution in value of unquoted investment  |  | 7,47,600         | 7,47,600         |
| <b>Net Value Aggregate amount of unquoted investments</b> |  | <b>26,86,830</b> | <b>26,72,350</b> |

Less:

## Note No. 13

|     | Long Term Loans and Advances   | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|--|------------------------------|------------------------------|
| (a) | <b>Other Deposits</b><br>(Unsecured, considered good)  | 7,28,208                     | 58,55,045                    |
| (b) | <b>Loans &amp; Advances to Other</b><br>(Unsecured, considered good)   | 11,25,000                    | 1,25,000                     |
| (c) | <b>InterCorporate Loan</b><br>(Unsecured, considered good)<br>(There is Loans and Advance due from LLP in which Company is Partner.) | 44,32,341                    | -                            |
|     | <b>Total</b>   | <b>62,85,549</b>             | <b>59,80,045</b>             |

|  | Name of the Company | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|---------------------|------------------------------|------------------------------|
|  | Dev Accelerator LLP | 17,93,924                    |                              |

## Note No. 14

|     | Inventories                               | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|---|------------------------------|------------------------------|
| (a) | Stock in Trade *                          | 25,92,109                    | 21,51,078                    |
| (b) | Software Development Project in Process** | 6,29,22,258                  | 4,40,29,222                  |
|     | <b>Total</b>                              | <b>6,55,14,367</b>           | <b>4,61,80,300</b>           |

### Note No. 14.1

Note : \*Stock in Trade valued at cost or Net Realisable value , Whichever is Lower

\*\* Software Development Project in Progress are Valued At Cost

## Note No. 15

|  | Trade receivables  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|--|------------------------------|------------------------------|
|  | Trade receivables outstanding for a period less than six months from the date they are due for payment |                              |                              |
|  | - Unsecured, considered good   | 23,50,54,044                 | 16,74,57,733                 |
|  | Sub Total  | 23,50,54,044                 | 16,74,57,733                 |
|  | Trade receivables outstanding for a period exceeding six months from the date they are due for payment |                              |                              |
|  | - Unsecured, considered good   | 3,89,42,947                  | 3,99,76,447                  |
|  | Sub Total  | 3,89,42,947                  | 3,99,76,447                  |
|  | <b>Total</b>   | <b>27,39,96,991</b>          | 20,74,34,180                 |

## Note No. 15.1

There is Trade Receivable due from Directors, Officers Or Company in which Directors are Director.

|  | Name of the Company             | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|---------------------------------|------------------------------|------------------------------|
|  | Xduce InfoTech Pvt Ltd          | -                            | 47,300                       |
|  | Dev Info-tech North America Ltd | 3,76,06,063                  | 2,25,47,250                  |
|  |                                 |                              |                              |

## Note No. 16

|     | Cash and cash equivalents                                    | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|--|------------------------------|------------------------------|
| (a) | Cash on hand   | 8,235                        | 99,507                       |
| (b) | Balances with banks  |                              |                              |
|     | This includes:   |                              |                              |
|     | Balances in current accounts                                 | 3,58,99,113                  | 1,74,36,782                  |
|     | Balances in Unpaid Dividend Accounts                         | 3,000                        | -                            |
|     | Balance In Fixed deposits ** More than 12 months             | 2,39,31,589                  | 2,61,33,183                  |
|     | <b>Total</b>   | <b>5,98,41,937</b>           | <b>4,36,69,472</b>           |
| **  | <b>Fixed Deposits are held as security against Guarantee</b> | 43,85,887                    | 93,26,094                    |

## Note No. 17

|  | Short-term loans and advances                           | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|---|------------------------------|------------------------------|
|  | Others Loans & Advances<br>(Unsecured, considered good) |                              |                              |
|  | Advance Tax & TDS Receivable (Net of Provisions)        | 1,63,00,196                  | 1,24,95,630                  |
|  | Advance to employees                                    | 1,37,036                     | 2,70,224                     |
|  | Advance to Supplier                                     | 8,58,556                     | 7,02,233                     |
|  | Others  | 2,13,18,986                  | 1,82,73,543                  |
|  | <b>Total</b>  | <b>3,86,14,775</b>           | <b>3,17,41,630</b>           |



### Note No. 18

|  | Revenue from Operations  | 2017-18<br>Rs       | 2016-17<br>Rs       |
|--|--------------------------|---------------------|---------------------|
|  | Sale of products         | 29,54,10,707        | 30,50,69,065        |
|  | Sale of services         | 37,25,46,822        | 25,81,97,530        |
|  | Other operating revenues | 17,56,328           | 19,79,461           |
|  | <b>Total</b>             | <b>66,97,13,857</b> | <b>56,52,46,056</b> |

### Note No. 19

|  | Other Income                             | 2017-18<br>Rs    | 2016-17<br>Rs    |
|--|--|------------------|------------------|
|  | Interest Income                          | 28,96,996        | 32,18,458        |
|  | Dividend Income                          | 1,50,000         | 1,50,000         |
|  | Share of Profit from Dev Accelerator LLP | 91,149           | -                |
|  | Profit on sale of assets                 | 2,44,522         | -                |
|  | Foreign Exchange Fluctuation Gain        | 1,88,649         | 7,839            |
|  | <b>Total</b>                             | <b>35,71,316</b> | <b>33,76,297</b> |

### Note No. 20

|  | Cost Of Goods & Services            | 2017-18<br>Rs       | 2016-17<br>Rs       |
|--|-------------------------------------|---------------------|---------------------|
|  | Purchase of Products                | 21,95,85,118        | 25,13,05,706        |
|  | Cost of IT Infra & Support Services | 15,22,40,055        | 5,69,10,512         |
|  | <b>Total</b>                        | <b>37,18,25,173</b> | <b>30,82,16,218</b> |

## Note No. 21

|  | Changes in Inventories of Stock in Trade & Work in Progress of Services | 2017-18<br>Rs       | 2016-17<br>Rs       |
|--|---|---------------------|---------------------|
|  | Opening Stock   |                     |                     |
|  | i)Products  | 21,51,078           | 32,15,308           |
|  | ii)Projects in process  | 4,40,29,222         | 3,02,33,414         |
|  |   | <b>4,61,80,300</b>  | <b>3,34,48,722</b>  |
|  | Less :  |                     |                     |
|  | Closing Stock   |                     |                     |
|  | i)Products  | 25,92,109           | 21,51,078           |
|  | ii)Projects in process  | 6,29,22,258         | 4,40,29,222         |
|  |   | 6,55,14,367         | 4,61,80,300         |
|  | <b>Total</b>  | <b>-1,93,34,067</b> | <b>-1,27,31,578</b> |

## Note No. 22

|  | Employee Benefits Expenses  | 2017-18<br>Rs       | 2016-17<br>Rs       |
|--|-----------------------------|---------------------|---------------------|
|  | Directors Remuneration      | 1,13,61,800         | 80,56,800           |
|  | Salaries and incentives     | 16,02,83,481        | 14,96,50,051        |
|  | Contributions to :-         |                     |                     |
|  | Provident fund              | 61,09,784           | 69,20,596           |
|  | E.S.I.C.                    | 25,57,559           | 26,00,449           |
|  | Gratuity fund contributions | 70,91,708           | 22,74,552           |
|  | Leave Encashment Expense    | 11,10,055           | 8,73,565            |
|  | Staff welfare expenses      | 18,93,599           | 15,98,555           |
|  | <b>Total</b>                | <b>19,04,07,986</b> | <b>17,19,74,568</b> |

### Note No. 23

|  | Finance Cost           | 2017-18<br>Rs      | 2016-17<br>Rs      |
|--|------------------------|--------------------|--------------------|
|  | Interest on Term Loan  | 77,24,470          | 1,01,23,552        |
|  | Other Interest expense | 38,92,068          | 45,73,890          |
|  | Other Borrowing Cost   | 46,95,691          | 7,01,286           |
|  | <b>Total</b>           | <b>1,63,12,229</b> | <b>1,53,98,728</b> |

### Note No. 24

|  | Other Expenses                       | 2017-18<br>Rs      | 2016-17<br>Rs      |
|--|--------------------------------------|--------------------|--------------------|
|  | Donation Expense                     | 1,17,550           | 9,30,900           |
|  | General Charges                      | 52,43,682          | 31,26,880          |
|  | Insurance Expense                    | 13,26,755          | 9,08,670           |
|  | Marketing & Distribution Expense     | 28,74,876          | 15,35,637          |
|  | Postage & Telephone Expense          | 25,62,822          | 29,24,543          |
|  | Electricity Expenses                 | 23,31,172          | 21,25,488          |
|  | Printing & Stationery Expense        | 12,43,730          | 4,26,662           |
|  | Legal & Professional Charges         | 10,64,255          | 18,21,089          |
|  | Rent Rates & Taxes                   | 37,74,212          | 36,85,951          |
|  | Dimunition In Investment             | -                  | 7,47,600           |
|  | Auditor Remuneration                 | 1,01,980           | 1,00,000           |
|  | <u>Repairs &amp; Maintenance</u>     | -                  | -                  |
|  | -Building                            | 6,19,887           | 2,48,406           |
|  | -Furniture & Fixture                 | 7,300              | 1,71,235           |
|  | -Others                              | 1,95,892           | 3,28,761           |
|  | Subscription & Membership Fees       | 10,50,031          | 13,06,566          |
|  | Travelling & Conveyance              | 2,40,71,586        | 1,35,80,720        |
|  | Directors Foreign Travelling Expense | 4,94,886           | 9,38,175           |
|  | <b>Total</b>                         | <b>4,70,80,616</b> | <b>3,49,07,283</b> |

CONSOLIDATED  
FINANCIAL  
STATEMENTS  
**2017-18**

## INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF  
DEV INFORMATION TECHNOLOGY LTD.**

**REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS:**

We have audited the accompanying Consolidated financial statements of **Dev Information Technology Ltd.** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its Subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Holding Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. Which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**AUDITOR'S RESPONSIBILITY:**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform

the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances,

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

### OPINION:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31 March 2018 and its consolidated Profit and its consolidated cash flows for the year ended on that date.

### OTHER MATTERS:

We did not audit the financial statements of the two subsidiaries named 1. DEV INFO-TECH NORTH AMERICA LIMITED, 2. DEV ACCELERATOR LLP included in the consolidated year to date results as one of the subsidiary company is Canadian company which is not subject to audit under the Canadian Laws and other LLP's do not come under the purview of Audit, whose total Assets are of Rs. 490.92 Lacs as at year ended on 31st March, 2018 as well as Total Revenue are of Rs. 1202.36 Lacs.

Our opinion on the consolidated financial statements, and our report on other Legal and Regulatory Requirements below is not modified in respect of above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / consolidated financial statements certified by the management.

### LEGAL AND REGULATORY REQUIREMENTS:

1. As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforementioned Consolidated Financial Statements;

- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors of the Holding company is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to adequacy of Internal Financial Controls over financial reporting of the company and the operating effectiveness of such controls , refer to our separate report in “Annexure A”
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Consolidated Financial Statements disclose the impact of pending litigations on its financial position in its financial statements – Refer Note (6) of Part B to Notes to accounts ;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
  - iv. The disclosure requirement relating to holding as well as dealing with specified bank notes were applicable for the period from 8th November to 30th December,2016,which is not relevant to this financial statement and hence reporting under this clause is not applicable

**FOR AND ON BEHALF OF  
FOR,CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FRN 101698 W**

**BHARAT M. ZINZUVADIA  
PARTNER  
MEMB.NO. F 109606**

**PLACE: AHMEDABAD  
DATE: 29.05.2018**



## ANNEXURE 'A'

### **Annexure to the Independent Auditor's report of even date on the Consolidated financial statements of Dev Information Technology Limited.**

#### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (1) OF SUB-SECTION 3 OF SEC.143 OF THE COMPANIES ACT,2013 ("THE ACT")**

We have audited the internal financial controls with reference to financial statements **DEV INFORMATION TECHNOLOGY LIMITED** (hereinafter referred to "the Holding Company") and its subsidiary (together referred to as "the Group") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS:**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **AUDITOR'S RESPONSIBILITY:**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems with reference to financial statements and their operating effectiveness. Our audit of internal financial controls included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's Judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system .

**MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles , and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:**

Because of the inherent limitations of internal financial controls with reference to financial statements , including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION:**

In our opinion, the Company has, in all material respects, an adequate internal financial control system with reference to financial statements and such internal financial controls with reference to financial statements was operating effectively as on March 31,2018, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

**FOR AND ON BEHALF OF  
FOR, CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FRN 101698 W**

**BHARAT M. ZINZUVADIA  
PARTNER  
MEMB. NO. F 109606  
PLACE: AHMEDABAD  
DATE: 29.05.2018**

## FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**

### Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| 1  | Name of the subsidiary  | <b>DEV INFO- TECH NORTH AMERICA LIMITED</b><br>(Corporation no: 834578-3) | <b>DEV Accelerator LLP</b><br>(LLPIN : AAK-5929) |
|----|---|---|--|
| 2  | The date since when subsidiary was acquired   | 8 <sup>th</sup> November, 2011  | 14 <sup>th</sup> September, 2017                 |
| 3  | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | -----   | -----  |
| 4  | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Canadian Dollar As on 31/03/2018, 1 CAD=50.51 INR                         | NA   |
| 5  | Share capital   | 5,42,983  | 1,00,000   |
| 6  | Reserves and surplus  | 64,55,394   | 1,75,284   |
| 7  | Total assets  | 4,50,95,543   | 20,91,875  |
| 8  | Total Liabilities   | 3,80,97,166   | 18,16,591  |
| 9  | Investments   | -----   | -----  |
| 10 | Turnover  | 11,88,12,136  | 14,24,820  |
| 11 | Profit before taxation  | 52,72,404   | 2,53,702   |
| 12 | Provision for taxation  | 3,09,356  | 77,900   |
| 13 | Profit after taxation   | 49,63,048   | 1,75,284   |
| 14 | Proposed Dividend   | -----   | -----  |
| 15 | Extent of shareholding (in percentage)  | 74.42%  | 52.00%   |

### NOTE:

#### 1. AOC-1 Part: B

“Associates & Joint Ventures” is not applicable as the Company does not have any associates or joint ventures.

FOR CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 101698W

FOR, DEV INFORMATION TECHNOLOGY LTD.

PRANAV N. PANDYA  
(DIN: 00021744)  
CHAIRMAN

JAIMIN.J. SHAH  
(DIN : 00021880)  
MANAGING DIRECTOR

BHARAT M ZINZUVADIA  
PARTNER

HARSHIL H. SHAH  
CHIEF FINANCIAL OFFICER

KRISA R. PATEL  
COMPANY SECRETARY

MEMBERSHIP NO. 109606  
PLACE : AHMEDABAD  
DATE : 29/05/2018

PLACE : AHMEDABAD  
DATE : 29/05/2018

## DEV INFORMATION TECHNOLOGY LTD.

( CIN : L30000GJ1997PLC033479 )

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

|     | PARTICULARS   | REFER<br>NOTE NO. | AS ON 31ST<br>MARCH 2018<br>Rs | AS ON 31ST<br>MARCH 2017<br>Rs |
|-----|---|-------------------|--------------------------------|--------------------------------|
| I.  | <b>EQUITY AND LIABILITIES</b>   |                   |                                |                                |
| 1   | <b>Shareholders' funds</b>  |                   |                                |                                |
|     | (a) Share capital   | 2                 | 5,52,05,000                    | 4,03,25,000                    |
|     | (b) Reserves and surplus  | 3                 | 20,43,15,275                   | 12,15,99,709                   |
| 2   | <b>Minority Interest</b>  |                   | 19,72,321                      | 4,65,718                       |
| 3   | <b>Non-current liabilities</b>  |                   |                                |                                |
|     | (a) Long-term borrowings  | 4                 | 1,18,74,643                    | 2,22,12,632                    |
|     | (b) Deferred Tax Liability/(Asset)  | 5                 | 11,68,674                      | 25,36,107                      |
|     | (c) Other Long term liabilities   | 6                 | 13,68,572                      | 37,47,823                      |
| 4   | <b>Current liabilities</b>  |                   |                                |                                |
|     | (a) Short-term borrowings   | 7                 | 7,27,27,715                    | 4,49,37,627                    |
|     | (b) Trade payables  | 8                 | 16,87,48,944                   | 17,00,74,263                   |
|     | (c) Other current liabilities   | 9                 | 1,88,65,968                    | 2,57,51,476                    |
|     | (d) Short-term provisions   | 10                | 59,63,677                      | 26,60,084                      |
|     |   |                   | <b>54,22,10,789</b>            | <b>43,43,10,439</b>            |
| II. | <b>ASSETS</b>   |                   |                                |                                |
| 1   | <b>Non-current assets</b>   |                   |                                |                                |
|     | (a) Property Plant & Equipment  | 11                |                                |                                |
|     | (i) Tangible assets   |                   | 5,44,55,131                    | 5,14,78,463                    |
|     | (ii) Intangible assets  |                   | 3,14,46,638                    | 3,98,21,365                    |
|     | (b) Goodwill on Consolidation   |                   | 47,716                         | 62,193                         |
|     | (c) Non-Current Investments   | 12                | 22,82,750                      | 22,82,750                      |
|     | (d) Long-term loans and advances  | 13                | 69,49,105                      | 1,05,51,255                    |
|     | (e) Other Non-Current Asset   |                   | 12,250                         | -                              |
| 2   | <b>Current assets</b>   |                   |                                |                                |
|     | (a) Inventories   | 14                | 6,55,14,367                    | 4,61,80,300                    |
|     | (b) Trade receivables   | 15                | 26,32,04,677                   | 20,28,56,671                   |
|     | (c) Cash and cash equivalents   | 16                | 7,32,10,136                    | 5,14,55,542                    |
|     | (d) Short-term loans and advances   | 17                | 4,50,88,017                    | 2,96,21,900                    |
|     | <b>Total</b>  |                   | <b>54,22,10,789</b>            | <b>43,43,10,439</b>            |
|     | Significant Accounting Policies and Notes<br>Forming Part of the Financial Statements | 1                 |                                |                                |

As per our attached report of even date

**FOR CHANDULAL M SHAH & CO.**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN. NO. 101698W**

**FOR, DEV INFORMATION TECHNOLOGY LTD.**

**BHARAT M ZINZUVADIA**  
**PARTNER**

**PRANAV N. PANDYA**  
**(DIN: 00021744)**  
**CHAIRMAN**

**JAIMIN.J. SHAH**  
**(DIN : 00021880)**  
**MANAGING DIRECTOR**

**MEMBERSHIP NO. 109606**  
**PLACE : AHMEDABAD**  
**DATE : 29/05/2018**

**HARSHIL H. SHAH**  
**CHIEF FINANCIAL OFFICER**

**KRISA R. PATEL**  
**COMPANY SECRETARY**

## DEV INFORMATION TECHNOLOGY LIMITED

( CIN : L30000GJ1997PLC033479 )

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

|       | PARTICULARS  | REFER<br>NOTE NO. | 2017-18             | 2016-17       |
|-------|--|-------------------|---------------------|---------------|
| I.    | Revenue from operations  | 18                | 69,58,65,387        | 63,92,31,957  |
| II.   | Other income   | 19                | 35,71,316           | 50,23,731     |
| III.  | <b>Total Revenue (I + II)</b>  |                   | <b>69,94,36,703</b> | 64,42,55,688  |
| IV.   | Expenses:  |                   |                     |               |
|       | Cost of Goods & Services   | 20                | 38,73,77,530        | 37,97,73,631  |
|       | Changes in inventories of Stock-in-Trade & Project in Progress                     | 21                | (1,93,34,067)       | (1,27,31,578) |
|       | Employee benefits expenses   | 22                | 19,05,11,198        | 17,20,43,747  |
|       | Finance costs  | 23                | 1,68,69,689         | 1,62,58,806   |
|       | Depreciation and amortization expenses   |                   | 1,74,99,417         | 75,01,438     |
|       | Other expenses   | 24                | 5,14,92,938         | 3,67,93,700   |
|       | <b>Total expenses</b>  |                   | <b>64,44,16,705</b> | 59,96,39,743  |
| V.    | <b>Profit before tax (III - IV)</b>  |                   | <b>5,50,19,998</b>  | 4,46,15,945   |
| VI.   | Tax expense:   |                   |                     |               |
|       | (1) Current Tax  |                   | 1,74,87,256         | 1,27,02,940   |
|       | (2) Deferred tax   |                   | (13,67,433)         | 25,75,138     |
|       | (3) Excess Provision of Tax of Earlier Years                                       |                   | 7,29,929            | 5,23,870      |
| VII.  | <b>Profit for the Year (V - VI)</b>  |                   | <b>3,96,30,104</b>  | 2,98,61,737   |
| VIII. | Earnings per equity share:   |                   |                     |               |
|       | (1) Basic  |                   | 7.24                | 7.41          |
|       | (2) Diluted  |                   | 7.24                | 7.41          |
|       | Significant Accounting Policies and Notes Forming Part of the Financial Statements | 1                 |                     |               |

As per our attached report of even date

**FOR CHANDULAL M SHAH & CO.**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN. NO. 101698W**

**FOR, DEV INFORMATION TECHNOLOGY LTD.**

**BHARAT M ZINZUVADIA**  
**PARTNER**

**PRANAV N. PANDYA**  
**(DIN: 00021744)**  
**CHAIRMAN**

**JAIMIN.J. SHAH**  
**(DIN : 00021880)**  
**MANAGING DIRECTOR**

**MEMBERSHIP NO. 109606**  
**PLACE : AHMEDABAD**  
**DATE : 29/05/2018**

**HARSHIL H. SHAH**  
**CHIEF FINANCIAL OFFICER**

**KRISA R. PATEL**  
**COMPANY SECRETARY**

## DEV INFORMATION TECHNOLOGY LTD.

( CIN : L30000GJ1997PLC033479 )

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

| PARTICULARS  | 2017-18<br>Rs   |                  | 2016-17<br>Rs   |                 |
|--|-----------------|------------------|-----------------|-----------------|
| <b>A) Cash Flow From Operating Activities</b>          |                 |                  |                 |                 |
| Net Profit Before Tax As Per Profit & Loss A/C         |                 | 5,50,19,998.00   |                 | 4,46,15,944.58  |
| <b>Adjustments :</b>                                   |                 |                  |                 |                 |
| Depreciation   | 1,74,99,417.00  |                  | 75,01,438.00    |                 |
| Dividend Income  | -1,50,000.00    |                  | -1,50,000.00    |                 |
| Interest Income  | -35,71,316.00   |                  | -15,48,170.00   |                 |
| Interest Exps  | 1,68,69,689.00  |                  | 1,62,58,805.60  |                 |
| Gratuity Provision                                     | -               |                  | -               |                 |
| Foreign Exchange Effects Gain/Loss                     | -14,480.00      |                  | 7,839.00        |                 |
| Profit from Investment                                 | -91,149.00      |                  |                 |                 |
| Dimunition in Investment                               | -               |                  | 7,47,600.00     |                 |
| Profit/Loss on Sale of Fixed Assets And Investments    | -2,44,523.00    |                  |                 |                 |
|  |                 | 3,02,97,638.00   |                 | 2,28,17,512.60  |
| Operating Profit Before Working Capital Adjusted For : |                 | 8,53,17,636.00   |                 | 6,74,33,457.18  |
| i) Trade Receivables & Other Loans & Advances          | -8,62,62,705.00 |                  | -6,04,14,126.60 |                 |
| ii) Stock  | -1,93,34,067.00 |                  | -1,27,31,578.00 |                 |
| iii) Trade Payable and Other Liability & Provisions    | -72,86,590.00   |                  | 6,51,61,760.37  |                 |
|  |                 | -11,28,83,362.00 |                 | -79,83,944.24   |
| Cash Generated From Operations                         |                 | -2,75,65,726.00  |                 | 5,94,49,512.94  |
| Interest Paid  |                 |                  |                 |                 |
| Net Cash From Operating Activities (A)                 |                 | -2,75,65,726.00  |                 | 5,94,49,512.94  |
| <b>B) Cash Flow From Investing Activities :</b>        |                 |                  |                 |                 |
| Purchase Of Fixed Assets                               | -1,22,67,835.00 |                  | -5,73,68,820.00 |                 |
| <b>Foreign Exchange Effect On Fixed Assets</b>         |                 |                  |                 |                 |
| <b>Sale of Fixed Assets</b>                            | 4,11,000.00     |                  | -               |                 |
| Purchase of Investments                                | -1,02,000.00    |                  | -               |                 |
| Interest Income  | 35,71,316.00    |                  | 15,48,170.00    |                 |
| Interest Income  |                 |                  |                 |                 |
| Net Gain On Sale Of Investments                        |                 |                  |                 |                 |
| Dividend Income  | 1,50,000.00     |                  | 1,50,000.00     |                 |
| Net Cash Used In Investing Activities (B)              |                 | -82,37,519.00    |                 | -5,56,70,650.00 |

|  |                 |                |                 |                 |
|--|-----------------|----------------|-----------------|-----------------|
| <b>C) Cash Flow From Financing Activities</b>      |                 |                |                 |                 |
| Borrowing Of Funds                                 |                 |                |                 |                 |
| Interest Exps                                      |                 |                |                 |                 |
| Proceeds Of Borrowings                             | 1,74,52,099.00  |                | 36,45,781.00    |                 |
| Payment Of Interest                                | -1,68,69,689.00 |                | -1,62,58,805.60 |                 |
| Loans & Advances accepted                          |                 |                |                 |                 |
| Short Term Loan And Advances                       |                 |                |                 |                 |
| Security deposits accepted                         |                 |                |                 |                 |
| Long Term Loan And Advances                        |                 |                |                 |                 |
| Proceeds From Issue Of Shares                      |                 |                |                 |                 |
| Dividend Paid Including Distribution Tax           | -33,19,182.00   |                | -14,93,110.00   |                 |
| <b>Proceeds From Issue Of Shares</b>               | 6,24,96,000.00  |                | -               |                 |
| <b>Net Cash From Financing Activities</b>          |                 | 5,97,59,228.00 |                 | -1,41,06,134.60 |
| Net Increase In Cash & Cash Equivalents (A+B+C)    |                 | 2,39,55,983.00 |                 | -1,03,27,271.66 |
| Opening Balance Of Cash & Cash Equivalents         |                 | 2,53,22,360.00 |                 | 3,56,49,632.00  |
| Closing Balance Of Cash & Cash Equivalents         |                 | 4,92,78,343.00 |                 | 2,53,22,360.00  |
| Net Increase/(Decrease) In Cash & Cash Equivalents |                 | 2,39,55,983.00 |                 | -1,03,27,272.00 |

**FOR CHANDULAL M SHAH & CO.**  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 101698W

**FOR, DEV INFORMATION TECHNOLOGY LTD.**

**BHARAT M ZINZUVADIA**  
PARTNER

**PRANAV N. PANDYA**  
(DIN: 00021744)  
CHAIRMAN

**JAIMIN.J. SHAH**  
(DIN : 00021880)  
MANAGING DIRECTOR

**MEMBERSHIP NO. 109606**  
PLACE : AHMEDABAD  
DATE : 29/05/2018

**HARSHIL H. SHAH**  
CHIEF FINANCIAL OFFICER

**KRISA R. PATEL**  
COMPANY SECRETARY



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### CORPORATE INFORMATION:

Dev Information Technology Limited (formerly known as Dev Information Technology Private Limited), incorporated under the Companies Act, 1956 is listed on NSE SME Platform (NSE Emerge). The Company is engaged in providing Information Technology (IT) services. The company offers tightly integrated end-to-end IT services to global clientele.

#### Note No- 1

#### (A) SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2018.

The consolidated Financial statements relate to DEV INFORMATION TECHNOLOGY LTD ('the Company') and its subsidiary companies. The consolidated Financial statements have been prepared on the following basis:

- a) The Financial statements of the Company and its subsidiaries company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra group transactions.
- b) In case of foreign subsidiary, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Exchange Fluctuation Reserve.
- c) The difference between the cost of investment in the subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the consolidated Financial statements as Goodwill or Capital Reserve, as the case may be.
- d) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiary.
- e) Minority Interest share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- f) Minority Interest share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

- g) As far as possible, the consolidated Financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone Financial statements .

**A. BASIS OF ACCOUNTING:**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**B. USE OF ESTIMATES:**

The preparation of financial statements in accordance with the generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimate is recognized in the period in which the estimates are Revised and in any future period affected.

**C. PROPERTY PLANT & EQUIPMENT:**

Property Plant & Equipment are stated at historical cost less accumulated depreciation. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost.

**D. DEPRECIATION:**

- a. Depreciation on Property Plant & Equipment is provided on the Written Down Value Method (WDV) Method on the basis of Useful Life prescribed in Schedule II to the Companies Act, 2013
- b. Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on pro-rata basis, at their respective rates with reference to the date of acquisition / installation or date of sale/disposal.
- c. Intangible assets are amortized on straight line basis over their respective individual estimated useful lives as determined by the management.

**E. INVESTMENT:**

Long Term Investments are carried at cost less provision for permanent diminution, if any, in value of such investments.

## F. IMPAIRMENT OF ASSETS:

The company on an Annual basis makes an assessment of any indicator that may lead to impairment of Assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by creating the difference as impairment loss & is charged to Profit & Loss Account.

## G. FOREIGN CURRENCY TRANSACTIONS:

- a. Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing on the date of the balance sheet. All exchange differences other than those relating to the acquisition of Property Plant & Equipment from outside India are dealt with in the statement of profit and loss. Exchange gain or loss relating to Property Plant & Equipment acquired from outside India is adjusted in the cost of respective Property Plant & Equipment.
- b. Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the statement of profit and loss in the reporting period in which the exchange rates change.

## H. REVENUE RECOGNITION:

Income and Expenditure are recognized and accounted on Accrual Basis. Revenue from Sale of goods is recognized on delivery of the goods, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to customers & no effective ownership is retained. However;

- a. Revenue in respect of insurance/other claims etc., is recognized only when it is reasonably certain that the ultimate collection will be made.
- b. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.
- c. Dividend Income is recognized on receipt basis.
- d. Recognition of revenue from rendering of services
- e. Revenue from the fixed price technical maintenance services are recognized ratably over the period of the service contract.
- f. Revenue from the use of the software license are recognized on the transfer of the title in the user license for software application.
- g. In case of software development contract having multiple stages or benchmark of the completion, the revenue is recognized on percentage of completion method.
- h. Revenue from other support services arising out of sale of software products are recognized when the services are performed.

### I. VALUATION OF STOCK:

Trading Goods and project in progress are valued at lower of cost or net realizable value.

### J. EARNINGS PER SHARE:

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax (and include the post tax effect of any extra ordinary item). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

### K. TAXATION:

#### a. Direct Taxes:

Tax expense for the year, comprising Current Tax and Deferred Tax is included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

#### b. Indirect Taxes :

The liabilities are provided or considered as contingent depending upon the merit of each case and/or receiving the actual demand from the department.

### L. PROVISIONS AND CONTINGENT LIABILITY:

A provision is recognized when there is a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when there is a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.

### M. Disclosure pursuant to Accounting Standard - 15 [Revised] 'Employee Benefits:

- a. The Company has, with effect from 1st April, 2007, adopted Accounting Standard 15, Employee Benefits [Revised 2005] [the 'Revised AS 15']. In accordance with the transitional provisions governing gratuity valuation – defined benefit plan – long term liability based on actuarial valuation is as follows :

b. The Amount (in Rs.) as certified by the Approved Value is as under:

## Reconciliation statement of expense in the statement of profit and loss

### Table Showing Changes in Present Value of Obligations:

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016<br>To: 31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Present value of the obligation at the beginning of the period | 1,14,87,646                           | 90,15,798                             |
| Interest cost  | 8,61,573                              | 6,76,185                              |
| Current service cost   | 30,27,876                             | 23,02,752                             |
| Past Service Cost  | 10,91,696                             |                                       |
| Benefits paid (if any)   | (6,96,966)                            | (22,757)                              |
| Actuarial (gain)/loss  | 8,27,753                              | (4,84,332)                            |
| Present value of the obligation at the end of the period       | 1,65,99,578                           | 1,14,87,646                           |

### Key results (The amount to be recognized in the Balance Sheet):

| Period   | As on:<br>31/03/2018 | As on:<br>31/03/2017 |
|--|----------------------|----------------------|
| Present value of the obligation at the end of the period               | 1,65,99,578          | 1,14,87,646          |
| Fair value of plan assets at end of period                             | 1, 18,72,952         | 71,63,630            |
| Net liability/(asset) recognized in Balance Sheet and related analysis | 47,26,626            | 43,24,016            |
| Funded Status  | (47,26,626)          | (43,24,016)          |

### Expense recognized in the statement of Profit and Loss:

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016<br>To: 31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Interest cost                                      | 8,61,573                              | 6,76,185                              |
| Current service cost                               | 30,27,876                             | 23,02,752                             |
| Past Service Cost                                  | 10,91,696                             |                                       |
| Expected return on plan asset                      | (5,37,272)                            | (1,42,789)                            |
| Net actuarial (gain)/loss recognized in the period | 7,08,737                              | (6,24,077)                            |
| Expenses to be recognized in P&L                   | 51,52,610                             | 22,12,071                             |

**Table showing changes in the Fair value of Planned Assets:**

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016<br>To: 31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Fair value of plan assets at the beginning of the Period | 71,63,630                             | 19,03,853                             |
| Expected return on plan assets                           | 5,37,272                              | 1,42,789                              |
| Contributions  | 47,50,000                             | 50,00,000                             |
| Benefits paid  | (6,96,966)                            | (22,757)                              |
| Actuarial gain/(Loss) on plan Assets                     | 1,19,016                              | 1,39,745                              |
| Fair Value of Plan Asset at the end of the Period        | 1,18,72,952                           | 71,63,630                             |

**Table showing Fair Value of Planned Assets:**

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Fair value of plan assets at the beginning of the Period | 71,63,630                             | 19,03,853                             |
| Actual return on plan assets                             | 6,56,288                              | 2,82,534                              |
| Contributions  | 47,50,000                             | 50,00,000                             |
| Benefits paid  | (6,96,966)                            | (22,757)                              |
| Fair value of plan assets at the end of the period       | 1,18,72,952                           | 71,63,630                             |

**Actuarial Gain)/(Loss) on Planned Assets:**

| Period                         | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016<br>To:<br>31/03/2017 |
|--------------------------------|---------------------------------------|--|
| Actual return on plan assets   | 6,56,288                              | 2,82,534                                 |
| Expected return on plan assets | 5,37,272                              | 1,42,789                                 |
| Actuarial gain/(Loss)          | 1,19,016                              | 1,39,745                                 |

**Actuarial gain/(Loss) recognized:**

| Period                           | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|----------------------------------|---------------------------------------|---------------------------------------|
| Actuarial gain/(Loss)-obligation | 8,27,753                              | (4,84,332)                            |
| Actuarial gain/(Loss)-plan asset | (1,19,016)                            | (1,39,745)                            |

|   |          |          |
|---|----------|----------|
| Total Actuarial gain/(Loss)                                 | 7,08,737 | 6,24,077 |
| Actuarial gain/(Loss) recognize                             | 7,08,737 | 6,24,077 |
| Outstanding actuarial gain/ (loss) at the end of the period | 0        | 0        |

## Experience adjustment:

| Period  | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|---|---------------------------------------|---------------------------------------|
| Experience Adjustment (Gain ) / loss for Plan liabilities | 19,19,449                             |                                       |
| Experience Adjustment Gain / (loss ) for Plan assets      | 1,19,016                              |                                       |

## Summary of membership data at the date of valuation and statistics based thereon:

| Period  | As on:<br>31/03/2018 | As on:<br>31/03/2017 |
|---|----------------------|----------------------|
| Number of employees   | 797                  | 677                  |
| Total monthly salary  | 96,94,289            | 70,41,969            |
| Average Past Service(Years)   | 2.8                  | 2.8                  |
| Average Future Service (yr)   | 29.0                 | 29.5                 |
| Average Age(Years)  | 29.0                 | 28.5                 |
| Weighted average duration (based on discounted cash flows) in years | 22                   | 23                   |
| Average monthly salary  | 12,163               | 10,402               |

## The assumptions employed for the calculations are tabulated:

|                             |                       |                       |
|-----------------------------|-----------------------|-----------------------|
| Discount rate               | 7.50 % per annum      | 7.50 % per annum      |
| Salary Growth Rate          | 6.00 % per annum      | 6.00 % per annum      |
| Mortality                   | IALM 2006-08 Ultimate | IALM 2006-08 Ultimate |
| Expected rate of return     | 7.50 % per annum      | 7.50 % per annum      |
| Withdrawal rate (Per Annum) | 20.00% p.a.           | 20.00% p.a.           |

## Benefits valued:

|                       |                              |                              |
|-----------------------|------------------------------|------------------------------|
| Normal Retirement Age | 58 Years                     | 58 Years                     |
| Salary                | Last drawn qualifying salary | Last drawn qualifying salary |
| Vesting Period        | 5 Years of service           | 5 Years of service           |

|   |  |  |
|---|--|--|
| Benefits on Normal Retirement                     | 15/26 * Salary * Past Service (yr)               | 15/26 * Salary * Past Service (yr)               |
| Benefit on early exit due to death and disability | As above except that no vesting conditions apply | As above except that no vesting conditions apply |
| Limit   | 2000000.00                                       | 1000000.00                                       |

**Current Liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013) :**

| Period                            | As on:<br>03/31/2018 | As on:<br>03/31/2017 |
|-----------------------------------|----------------------|----------------------|
| Current Liability (Short Term)*   | 27,89,658            | 19,01,361            |
| Non Current Liability (Long Term) | 1,38,09,920          | 95,86,285            |
| Total Liability                   | 1,65,99,578          | 1,14,87,646          |

**Projection for next period:**

|   |           |  |
|---|-----------|--|
| Best estimate for contribution during next Period | 47,29,903 |  |
|---|-----------|--|

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

| Period   | As on: 31/03/2018   |
|--|---|
| Defined Benefit Obligation (Base)                | 1,65,99,578@ Salary Increase Rate : 6%, and discount rate :7.5% |
| Liability with x% increase in Discount Rate      | 1,59,23,901; x=1.00% [Change (4)% ]                             |
| Liability with x% decrease in Discount Rate      | 1,73,33,242; x=1.00% [Change 4% ]                               |
| Liability with x% increase in Salary Growth Rate | 1,73,36,904; x=1.00% [Change 4% ]                               |
| Liability with x% decrease in Salary Growth Rate | 1,59,08,376; x=1.00% [Change (4)% ]                             |
| Liability with x% increase in withdrawal Rate    | 1,65,42,205; x=1.00% [Change 0% ]                               |
| Liability with x% decrease in withdrawal Rate    | 1,66,54,432; x=1.00% [Change 0% ]                               |



## (A) NOTES ON ACCOUNTS:

1. Balances of Sundry Debtors, Creditors, and Loans & Advances Deposits are subject to the confirmation by the parties.
2. The holding Company got Listed on the SME platform of National Stock Exchange i.e. NSE Emerge.
3. The Company has come up with IPO of Equity Shares of Rs 10 each at a premium of Rs 32. The Company opened its IPO on 31/03/2017 which was closed on 06/04/2017. The Company's shares got listed on NSE platform on 17/04/2017.
4. There are no Micro and Small Enterprise, to whom company owes dues, which are outstanding for more than 45 days as at 31st March, 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act (MSMED Act), 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
5. In terms of Accounting Standard 28 – Impairment of Assets issued by ICAI, the management has reviewed its Property Plant & Equipment and arrived at the conclusion that Impairment loss which is difference between the carrying amount and recoverable value of Assets was not material and hence no provision is required to be made.
6. Disclosure pursuant to Accounting Standard - 15 [Revised] 'Employee Benefits:
  - a. The Company has, with effect from 1st April, 2007, adopted Accounting Standard 15, Employee Benefits [Revised 2005] [the 'Revised AS 15']. In accordance with the transitional provisions governing gratuity valuation – defined benefit plan – long term liability based on actuarial valuation is as follows :
  - b. The Amount (in Rs.) as certified by the Approved Value is as under:

Reconciliation statement of expense in the statement of profit and loss

**Table Showing Changes in Present Value of Obligations:**

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Present value of the obligation at the beginning of the period | 1,14,87,646                           | 90,15,798                             |
| Interest cost  | 8,61,573                              | 6,76,185                              |
| Current service cost   | 30,27,876                             | 23,02,752                             |
| Past Service Cost  | 10,91,696                             |                                       |
| Benefits paid (if any)   | (6,96,966)                            | (22,757)                              |
| Actuarial (gain)/loss  | 8,27,753                              | (4,84,332)                            |
| Present value of the obligation at the end of the period       | 1,65,99,578                           | 1,14,87,646                           |

## Key results (The amount to be recognized in the Balance Sheet):

| Period   | As on:<br>31/03/2018 | As on:<br>31/03/2017 |
|--|----------------------|----------------------|
| Present value of the obligation at the end of the period               | 1,65,99,578          | 1,14,87,646          |
| Fair value of plan assets at end of period                             | 1, 18,72,952         | 71,63,630            |
| Net liability/(asset) recognized in Balance Sheet and related analysis | 47,26,626            | 43,24,016            |
| Funded Status  | (47,26,626)          | (43,24,016)          |

## Expense recognized in the statement of Profit and Loss:

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Interest cost                                      | 8,61,573                              | 6,76,185                              |
| Current service cost                               | 30,27,876                             | 23,02,752                             |
| Past Service Cost                                  | 10,91,696                             |                                       |
| Expected return on plan asset                      | (5,37,272)                            | (1,42,789)                            |
| Net actuarial (gain)/loss recognized in the period | 7,08,737                              | (6,24,077)                            |
| Expenses to be recognized in P&L                   | 51,52,610                             | 22,12,071                             |

## Table showing changes in the Fair value of Planned Assets:

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Fair value of plan assets at the beginning of the Period | 71,63,630                             | 19,03,853                             |
| Expected return on plan assets                           | 5,37,272                              | 1,42,789                              |
| Contributions  | 47,50,000                             | 50,00,000                             |
| Benefits paid  | (6,96,966)                            | (22,757)                              |
| Actuarial gain/(Loss) on plan Assets                     | 1,19,016                              | 1,39,745                              |
| Fair Value of Plan Asset at the end of the Period        | 1,18,72,952                           | 71,63,630                             |

## Table showing Fair Value of Planned Assets:

| Period   | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|--|---------------------------------------|---------------------------------------|
| Fair value of plan assets at the beginning of the Period | 71,63,630                             | 19,03,853                             |
| Actual return on plan assets                             | 6,56,288                              | 2,82,534                              |

|  |             |           |
|--|-------------|-----------|
| Contributions                                      | 47,50,000   | 50,00,000 |
| Benefits paid                                      | (6,96,966)  | (22,757)  |
| Fair value of plan assets at the end of the period | 1,18,72,952 | 71,63,630 |

## Actuarial Gain/Loss on Planned Assets:

| Period                         | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|--------------------------------|---------------------------------------|---------------------------------------|
| Actual return on plan assets   | 6,56,288                              | 2,82,534                              |
| Expected return on plan assets | 5,37,272                              | 1,42,789                              |
| Actuarial gain/(Loss)          | 1,19,016                              | 1,39,745                              |

## Actuarial gain/(Loss) recognized:

| Period  | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|---|---------------------------------------|---------------------------------------|
| Actuarial gain/(Loss)-obligation                            | 8,27,753                              | (4,84,332)                            |
| Actuarial gain/(Loss)-plan asset                            | (1,19,016)                            | (1,39,745)                            |
| Total Actuarial gain/(Loss)                                 | 7,08,737                              | 6,24,077                              |
| Actuarial gain/(Loss) recognize                             | 7,08,737                              | 6,24,077                              |
| Outstanding actuarial gain/ (loss) at the end of the period | 0                                     | 0                                     |

## Experience adjustment:

| Period  | From:<br>01/04/2017 To:<br>31/03/2018 | From:<br>01/04/2016 To:<br>31/03/2017 |
|---|---------------------------------------|---------------------------------------|
| Experience Adjustment (Gain ) / loss for Plan liabilities | 19,19,449                             |                                       |
| Experience Adjustment Gain / (loss ) for Plan assets      | 1,19,016                              |                                       |

## Summary of membership data at the date of valuation and statistics based thereon:

| Period                      | As on:<br>31/03/2018 | As on:<br>31/03/2017 |
|-----------------------------|----------------------|----------------------|
| Number of employees         | 797                  | 677                  |
| Total monthly salary        | 96,94,289            | 70,41,969            |
| Average Past Service(Years) | 2.8                  | 2.8                  |
| Average Future Service (yr) | 29.0                 | 29.5                 |

|   |        |        |
|---|--------|--------|
| Average Age(Years)  | 29.0   | 28.5   |
| Weighted average duration (based on discounted cash flows) in years | 22     | 23     |
| Average monthly salary  | 12,163 | 10,402 |

The assumptions employed for the calculations are tabulated:

|                             |                       |                       |
|-----------------------------|-----------------------|-----------------------|
| Discount rate               | 7.50 % per annum      | 7.50 % per annum      |
| Salary Growth Rate          | 6.00 % per annum      | 6.00 % per annum      |
| Mortality                   | IALM 2006-08 Ultimate | IALM 2006-08 Ultimate |
| Expected rate of return     | 7.50 % per annum      | 7.50 % per annum      |
| Withdrawal rate (Per Annum) | 20.00% p.a.           | 20.00% p.a.           |

Benefits valued:

|   |  |  |
|---|--|--|
| Normal Retirement Age                             | 58 Years   | 58 Years   |
| Salary  | Last drawn qualifying salary                     | Last drawn qualifying salary                     |
| Vesting Period                                    | 5 Years of service                               | 5 Years of service                               |
| Benefits on Normal Retirement                     | 15/26 * Salary * Past Service (yr)               | 15/26 * Salary * Past Service (yr)               |
| Benefit on early exit due to death and disability | As above except that no vesting conditions apply | As above except that no vesting conditions apply |
| Limit   | 2000000.00                                       | 1000000.00                                       |

**Current Liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013) :**

| Period                            | As on: 31/03/2018 | As on: 31/03/2017 |
|-----------------------------------|-------------------|-------------------|
| Current Liability (Short Term)*   | 27,89,658         | 19,01,361         |
| Non Current Liability (Long Term) | 1,38,09,920       | 95,86,285         |
| Total Liability                   | 1,65,99,578       | 1,14,87,646       |

**Projection for next period:**

|   |           |  |
|---|-----------|--|
| Best estimate for contribution during next Period | 47,29,903 |  |
|---|-----------|--|

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

| Period   | As on: 31/03/2018   |
|--|---|
| Defined Benefit Obligation (Base)                | 1,65,99,578@ Salary Increase Rate : 6%, and discount rate :7.5% |
| Liability with x% increase in Discount Rate      | 1,59,23,901; x=1.00% [Change (4)% ]                             |
| Liability with x% decrease in Discount Rate      | 1,73,33,242; x=1.00% [Change 4% ]                               |
| Liability with x% increase in Salary Growth Rate | 1,73,36,904; x=1.00% [Change 4% ]                               |
| Liability with x% decrease in Salary Growth Rate | 1,59,08,376; x=1.00% [Change (4)% ]                             |
| Liability with x% increase in withdrawal Rate    | 1,65,42,205; x=1.00% [Change 0% ]                               |
| Liability with x% decrease in withdrawal Rate    | 1,66,54,432; x=1.00% [Change 0% ]                               |

7. Following are the Income Tax and TDS demands pertaining to previous years for which company has not made any provisions in the books.

| Name of the Statute  | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum where the dispute is pending |
|----------------------|----------------|--------------|------------------------------------|------------------------------------|
| Income tax Act, 1961 | Income tax     | 3,38,000     | A.Y.2011-12                        | ITAT                               |
| Income tax Act, 1961 | Income tax     | 18,61,000    | A.Y. 2013-14                       | ITAT                               |
| Income tax Act, 1961 | Income tax     | 51,40,000    | A.Y. 2014-15                       | ITAT                               |
| Income tax Act, 1961 | TDS            | 35,335       | A.Y. 2013-14 to 2018-19            | ITAT                               |

8. Earnings per share:

| Particular                                       | 2017-18     | 2016-17     |
|--|-------------|-------------|
| Net profit attributable to Shareholders          | 3,96,30,104 | 2,98,61,737 |
| Weighted average number of equity shares         | 54,75,656   | 39,82,501   |
| Basic earnings per share of Rs.10/- each (in Rs) | 7.24        | 7.41        |

9. Disclosure in respect of related parties pursuant to Accounting Standard 18;

- a. List of Related parties :

- 1) Key Management Personnel and Enterprises having common Key Management Personnel or their Relatives

| Sr No | Name of the Key Management Personnel : | Designation        |
|-------|--|--------------------|
| 1     | Mr. Jaimin J. Shah                     | Managing Director  |
| 2     | Mr. Pranav N. Pandya                   | Chairman           |
| 3     | Mr. Vishal N. Vasu                     | Executive Director |
| 4     | Mr. Prerak P. Shah                     | Executive Director |

- 2) Enterprises having common Key Management Personnel and/or their Relatives: Transactions taking place during the year

| Sr No | Name of the Enterprises         |
|-------|---------------------------------|
| 1     | Xduce Infotech Private Limited  |
| 2     | Dev Infotech North America Ltd. |
| 3     | Dev Accelerator LLP             |
| 4     | Amisha J. Shah                  |
| 5     | Sapna V. Vasu                   |
| 6     | Kruti P. Pandya                 |
| 7     | Jayshree J. Shah                |

- b. During the year following transactions were carried out with related parties in the ordinary course of business and at Arms Length.  
(Brackets figure are of previous year.)

| Sr No | Nature Of Transactions | Associate Company        | Key Managerial Personnel | Enterprise/ Relatives of Key Management Personnel | O/S Balance as on 31.3.2018 |
|-------|------------------------|--------------------------|--------------------------|---|-----------------------------|
| 1     | Remuneration Paid      | N.A                      | 90,52,384<br>(82,98,502) | 25,00,000<br>(26,19,606)                          | N.A                         |
| 2     | Rent Paid              | Nil<br>(Nil)             | Nil<br>(Nil)             | 2,70,000<br>(2,49,692)                            | N.A                         |
| 3     | Loan Taken             | Nil<br>( Nil )           |                          | Nil<br>( Nil )                                    | 25,54,649<br>(45,70,515)    |
| 4     | Loan Repaid            | Nil<br>( Nil )           | 20,15,864<br>(56,20,000) | Nil<br>(Nil)                                      | Nil<br>( Nil )              |
| 5     | Service Charges Paid   | 25,55,291<br>(17,42,361) | Nil<br>(Nil)             | Nil<br>(Nil)                                      | N.A                         |

|   |                          |                       |                        |               |     |
|---|--------------------------|-----------------------|------------------------|---------------|-----|
| 6 | Service Charges Received | 33,007<br>(1,45,286 ) | Nil<br>(Nil)           | Nil<br>(Nil)  | N.A |
| 7 | Interest Paid            | Nil (Nil)             | 4,26,818<br>(9,61,926) | Nil<br>( Nil) | N.A |
| 8 | Interest Received        | 76,828<br>(Nil)       | Nil<br>(Nil)           | Nil<br>(Nil)  | N.A |
| 9 | Sales                    | Nil<br>(4,84,536 )    | Nil<br>(Nil)           | Nil<br>( Nil) | N.A |

10. In the opinion of the Board, the Current Assets are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are adequate and not excess of the amount reasonably necessary

| Sr No | Particular  | 2017-18 (Rs) | 2016-17 (Rs) |
|-------|---|--------------|--------------|
| 1     | Auditors remuneration                                 | 1,00,000     | 1,00,000     |
| 2     | C.I.F. value of imported of capital goods             | NIL          | NIL          |
| 3     | Remittance in Foreign Currency on account of dividend | NIL          | NIL          |
| 4     | Earning in Foreign Exchange                           | 13,05,59,000 | 7,05,48,126  |
| 5     | Expenditure in foreign currency                       |              |              |
| 5.1   | Foreign Traveling                                     | 9,55,188     | 9,38,175     |
| 5.2   | Foreign Subscription                                  | NIL          | NIL          |

Figures of previous year has been regrouped or rearranged wherever necessary to make them comparable with those of the current years as per our separate report of evedate

**FOR CHANDULAL M SHAH & CO.**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN. NO. 101698W**

**FOR, DEV INFORMATION TECHNOLOGY LTD.**

**BHARAT M ZINZUVADIA**  
**PARTNER**

**PRANAV N. PANDYA**  
**(DIN: 00021744)**  
**CHAIRMAN**

**JAIMIN.J. SHAH**  
**(DIN : 00021880)**  
**MANAGING DIRECTOR**

**MEMBERSHIP NO. 109606**  
**PLACE : AHMEDABAD**  
**DATE : 29/05/2018**

**HARSHIL H. SHAH**  
**CHIEF FINANCIAL OFFICER**

**KRISA R. PATEL**  
**COMPANY SECRETARY**

## Note No. 2

| Share Capital                             | As at 31 March 2018 |                    | As at 31 March 2017 |                    |
|---|---------------------|--------------------|---------------------|--------------------|
|   | Number              | Rs.                | Number              | Rs.                |
| <b><u>Authorised</u></b>                  |                     |                    |                     |                    |
| Equity Shares of Rs. 10/- each            | 60,00,000           | 6,00,00,000        | 60,00,000           | 6,00,00,000        |
| <b><u>Issued</u></b>                      |                     |                    |                     |                    |
| Equity Shares of Rs 10/- each             | 55,20,500           | 5,52,05,000        | 40,32,500           | 4,03,25,000        |
| <b><u>Subscribed &amp; Paid up</u></b>    |                     |                    |                     |                    |
| Equity Shares of Rs. 10/- each fully paid | 55,20,500           | 5,52,05,000        | 40,32,500           | 4,03,25,000        |
| <b>Total</b>                              | <b>55,20,500</b>    | <b>5,52,05,000</b> | <b>40,32,500</b>    | <b>4,03,25,000</b> |

## Note No. 2.1

| Particulars  | 2017-18   |             | 2016-17   |             |
|--|-----------|-------------|-----------|-------------|
|  | Number    | Rs.         | Number    | Rs.         |
| Equity Shares outstanding at the beginning of the year | 40,32,500 | 4,03,25,000 | 5,00,000  | 50,00,000   |
| Shares Issued during the year                          | 14,88,000 | 1,48,80,000 | 35,32,500 | 3,53,25,000 |
| Shares bought back during the year                     |           |             |           |             |
| Shares outstanding at the end of the year              | 55,20,500 | 5,52,05,000 | 40,32,500 | 4,03,25,000 |



## Note No. 2.2

Details of Shareholders holding more than 5% Shares.

| Name of Shareholder         | As at 31 March 2018 |              | As at 31 March 2017 |              |
|-----------------------------|---------------------|--------------|---------------------|--------------|
|                             | No. of Shares held  | % of Holding | No. of Shares held  | % of Holding |
| JAIMIN JAGDISHBHAI SHAH     | 2,97,000            | 5.38%        | 2,97,000            | 7.37%        |
| AMISHA JAYMINBHAI SHAH      | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| HEMANT SURYAKANT SHAH       | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| KRUTI PRANAV PANDYA         | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| MADHURI NIRANJANBHAI PANDYA | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| SARYUBEN MAHENDRABHAI SHAH  | 3,37,500            | 6.11%        | 3,37,500            | 8.37%        |
| PRATIBHABEN MOHANLAL DESAI  | 3,18,750            | 5.77%        | 3,18,750            | 7.90%        |
| HI TECH ISOLUTIONS LLP      | 2,82,500            | 5.12%        | 2,82,500            | 7.00%        |

## Note No. 2.3

The company has only one class of shares referred to as equity shares having a par value of Rs 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rs The dividend recommended by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

## Note No. 2.4

The company has issued 56,500 shares to Hi Tech LLP for as part of Preferential Allotement for other than cash in pursuant to contract. The company has not bought back any share during the period of 5 years immediately preceding balance sheet date. Bonus Issue of 2,50,000 Eq. Shares of Face Value Rs10 Each in the Ratio of 1:2 i.e. 1 Bonus equity share for every 2 eq. shares held by shareholders. Bonus Issue of 32,26,000 eq. Shares of Face Value Rs. 10 each in the Ratio of 4:1 i.e. 4 Bonus equity shares for every 1 equity share held.

## Note No. 2.5

There are no unpaid calls from Directors or officers.

## Note No. 2.6

Equity shares rank pari pasu & subject to right, preference and restrictions under the Companies Act.

## Note No. 3

|  | Reserves & Surplus  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|---------------------|------------------------------|------------------------------|
| <b>(a) Share Securities Premium</b>                |                     |                              |                              |
| Op. Balance  | -                   | -                            |                              |
| Add: Additions during the year                     | 4,76,16,000         | 2,28,35,000                  |                              |
| Less: Utilised For issuing Bonus Shares            | -                   | -2,28,35,000                 |                              |
| <b>Cl. Balance</b>                                 | <b>4,76,16,000</b>  | <b>-</b>                     |                              |
| <b>(b) General Reserves</b>                        |                     |                              |                              |
| Opening Balance                                    | 5,10,75,000         | 6,30,00,000                  |                              |
| (-) Capitalised by Issue of Bonus Shares           | -                   | -1,19,25,000                 |                              |
| (+) Current Year Transfer                          | -                   | -                            |                              |
| <b>Closing Balance</b>                             | <b>5,10,75,000</b>  | <b>5,10,75,000</b>           |                              |
| <b>Total</b>                                       | <b>5,10,75,000</b>  | <b>3,91,50,000</b>           |                              |
| <b>(c) Surplus of Profit &amp; Loss</b>            |                     |                              |                              |
| Opening balance                                    | 6,95,59,426         | 4,05,54,998                  |                              |
| (+) Net Profit For the current year                | 3,44,91,772         | 2,90,04,428                  |                              |
| (+) Share in Profits' Of Subsidiaries & Associates | 48,95,259           |                              |                              |
| (-) Proposed Dividends                             | 27,60,250           | -                            |                              |
| (-) Corporate Dividend Tax                         | 5,61,932            | -                            |                              |
| <b>Closing Balance</b>                             | <b>10,56,24,275</b> | <b>6,95,59,426</b>           |                              |
|  |                     |                              |                              |
| <b>Total</b>                                       | <b>20,43,15,275</b> | <b>12,15,99,709</b>          |                              |

## Note No. 4

|   | Long Term Borrowings | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|---|----------------------|------------------------------|------------------------------|
| <b><u>Secured</u></b>   |                      |                              |                              |
| (a) <b>Term loans</b>   |                      |                              |                              |
| - Vehicle Loan from HDFC Bank & Axis Bank **<br>(Against Hypothecation of Vehicles of Company,<br>Repayable in 36 to 60 Monthly Installment, Rate<br>of Interest 9.30 % to 10.54%)  |                      | 34,86,813                    | 53,08,898                    |
| - The Kalupur commercial cop Bank Ltd **<br>(Against Equitable Mortgage of immovable<br>properties situated at 14-Aaryans Corporate<br>Park , Shilaj Railway Crossing , Thaltej,<br>Ahmedabad & guaranteed by directors<br>Repayable in 84 monthly instalments starting<br>from 07-01-2012) |                      | 58,33,180                    | 1,23,33,220                  |
|   |                      | 93,19,993                    | 1,76,42,118                  |
| <b><u>Unsecured</u></b>   |                      |                              |                              |
| - From Directors  |                      | 25,54,650                    | 45,70,514                    |
|   | <b>Total</b>         | <b>1,18,74,643</b>           | <b>2,22,12,632</b>           |

- \*\* 1. The above amount have been guaranteed by Directors of Company.  
2. There is no continuing default as on the balance sheet date in repayment of loans & interest

## Note No. 5

|  | Deferred Tax (Assets)/Liabilities (Net)           | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|---|------------------------------|------------------------------|
|  | <b>Opening Balance</b>                            | 25,36,107                    | -39,031                      |
|  | Current Year Adjustment/(Provision) in respect of | -13,67,433                   | 25,75,138                    |
|  | Deferred tax Liability                            |                              |                              |
|  | Fixed Asset                                       | 27,30,403                    | 31,31,301                    |
|  | Deferred Tax Asset                                |                              |                              |
|  | For Expense allowable on payment basis            | 13,62,970                    | 5,56,163                     |
|  | <b>Deferred Tax Liability/(Assets)</b>            | <b>11,68,674</b>             | <b>25,36,107</b>             |

## Note No. 6

|   | Other Long Term Liabilities | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|---|-----------------------------|------------------------------|------------------------------|
| - | Security Deposit            | 13,68,572                    | 37,47,823                    |
|   |                             |                              |                              |
|   | <b>Total</b>                | <b>13,68,572</b>             | <b>37,47,823</b>             |

## Note No. 7

|                       | Short Term Borrowings  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----------------------|--|------------------------------|------------------------------|
| <b><u>Secured</u></b> |  |                              |                              |
|                       | <b>Loans repayable on demand</b>   |                              |                              |
| -                     | The Kalupur Commercial Co-operative Bank Ltd (OD)**<br>(Secured against hypothecation of Fixed Deposits) | -                            | 25,57,500                    |

|                         |   |                    |                    |
|-------------------------|---|--------------------|--------------------|
| <b><u>Secured</u></b>   | - The Kalupur Commercial Co-operative Bank Ltd<br>**<br>(Secured against hypothecation of stock in trade & book debts, and further guaranteed by Director ) | 7,08,35,793        | 4,19,66,273        |
| <b><u>Unsecured</u></b> | From Directors & Partners   | 18,91,922          | 4,13,854           |
|                         | <b>Total</b>  | <b>7,27,27,715</b> | <b>4,49,37,627</b> |

## Note No. 7.1

\*\* There is no default as on the balance sheet date in repayment of loans and interest.

## Note No. 8

|     | Trade Payable    | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|------------------|------------------------------|------------------------------|
| (a) | Trade payable    | 15,12,14,294                 | 15,55,62,792                 |
| (b) | Other payables   | 1,75,34,649                  | 1,45,11,471                  |
|     | <b>Total (A)</b> | <b>16,87,48,944</b>          | <b>17,00,74,263</b>          |

## Note No. 9

|     | Other Current Liabilities   | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|---|------------------------------|------------------------------|
| (a) | <b>Current maturities of long-term borrowings</b><br>(Refer Note 9.1 below) | 83,28,212                    | 1,13,95,939                  |
| (b) | <b>Other payables</b>   |                              |                              |
|     | Advances from Customers   | 13,224                       | 2,49,186                     |
|     | Statutory Dues  | 91,96,620                    | 1,28,06,813                  |
|     | Unpaid Dividends  | 3,000                        |                              |
|     | Others  | 13,24,912                    | 12,99,538                    |
|     | <b>Total</b>  | <b>1,88,65,968</b>           | <b>2,57,51,476</b>           |

### Note No. 9.1

|  | Current maturities of long-term borrowings   | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|--|------------------------------|------------------------------|
|  | The Kalupur Commercial Co-operative Bank Ltd | 65,00,040                    | 97,13,788                    |
|  | HDFC Bank Ltd                                | 18,28,172                    | 16,82,151                    |
|  | <b>Total</b>                                 | <b>83,28,212</b>             | <b>1,13,95,939</b>           |

### Note No. 10

|  | Short Term Provisions                  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|--|------------------------------|------------------------------|
|  | <b>Provision for employee benefits</b> |                              |                              |
|  | Leave Encashment                       | 10,97,000                    | 8,59,902                     |
|  | Gratuity                               | 47,26,626                    | 18,00,182                    |
|  | Others                                 | 62,151                       | -                            |
|  | <b>Total</b>                           | <b>59,63,677</b>             | <b>26,60,084</b>             |

## Note :11 - Property Plant & Equipment 2018

| Sr.No.    | Group Head         | Gross Block                      |             |           | Depreciation Block                |                                  |   | Net Block |                                   |                                     |                                     |
|-----------|--------------------|----------------------------------|-------------|-----------|-----------------------------------|----------------------------------|---|-----------|-----------------------------------|-------------------------------------|-------------------------------------|
|           |                    | Opening Balance As on 1-Apr-2017 | Additions   | Deduction | Closing Balance as on 31-Mar-2018 | Opening Balance As on 1-Apr-2017 | Depreciation for the period up to 31-Mar-2018 | Deduction | Closing Balance as on 31-Mar-2018 | Net asset balance as on 31-Mar-2018 | Net asset balance as on 31-Mar-2017 |
| A         | Tangible Assets    |                                  |             |           |                                   |                                  |   |           |                                   |                                     |                                     |
|           | Office Building    | 4,53,31,015                      | 21,78,234   | —         | 4,75,09,249                       | 1,21,32,398                      | 16,54,082                                     | —         | 1,37,86,480                       | 3,37,22,769                         | 3,31,98,617                         |
|           | Furniture          | 1,04,20,406                      | 33,78,042   | —         | 1,37,98,448                       | 50,42,760                        | 16,77,407                                     | —         | 67,20,166                         | 70,78,281                           | 53,77,646                           |
|           | Office Equipments  | 67,20,967                        | 17,16,700   | —         | 84,37,667                         | 48,36,596                        | 10,80,451                                     | —         | 59,17,047                         | 25,20,620                           | 18,84,371                           |
|           | Computer           | 1,40,21,211                      | 37,96,073   | —         | 1,78,17,284                       | 1,07,15,013                      | 25,73,908                                     | —         | 1,32,88,920                       | 45,28,364                           | 33,06,198                           |
|           | Vehicle            | 1,62,10,864                      | 4,74,860    | 21,47,732 | 1,45,37,992                       | 85,86,582                        | 23,34,076                                     | 19,81,255 | 89,39,403                         | 55,98,589                           | 76,24,282                           |
|           | Plant & Machinery  | 3,78,000                         | 3,96,130    | —         | 7,74,130                          | 48,553                           | 63,333  | —         | 1,11,886                          | 6,62,244                            | 3,29,447                            |
|           | Computer software  | —                                | 3,27,796    | —         | 3,27,796                          | —                                | 12,840  | —         | 12,840                            | 3,14,957                            | —                                   |
| Trademark | 40,000             | —                                | —           | 40,000    | 460                               | 10,232                           | —   | 10,692    | 29,308                            | 39,540                              |                                     |
|           | Sub total          | 9,31,22,463                      | 1,22,67,835 | 21,47,732 | 10,32,42,566                      | 4,13,62,362                      | 94,06,329                                     | 19,81,255 | 4,87,87,436                       | 5,44,55,131                         | 5,17,60,101                         |
| B         | Intangible Assets  |                                  |             |           |                                   |                                  |   |           |                                   |                                     |                                     |
|           | Goodwill           | 4,00,00,000                      | —           | —         | 4,00,00,000                       | 4,60,274                         | 80,93,088                                     | —         | 85,53,362                         | 3,14,46,638                         | 3,95,39,726                         |
|           | Sub total          | 4,00,00,000                      | —           | —         | 4,00,00,000                       | 4,60,274                         | 80,93,088                                     | —         | 85,53,362                         | 3,14,46,638                         | 3,95,39,726                         |
|           | Total              | 13,31,22,463                     | 1,22,67,835 | 21,47,732 | 14,32,42,566                      | 4,18,22,636                      | 1,74,99,417                                   | 19,81,255 | 5,73,40,798                       | 8,59,01,769                         | 9,12,99,827                         |
|           | Prev. Year Figures | 7,57,53,643                      | 5,73,68,820 | -         | 13,31,22,463                      | 3,43,21,195                      | 75,01,436                                     | —         | 4,18,22,631                       | 9,12,99,828                         | 4,14,32,448                         |

## Note :12

F.Y. 2017-18

|                                      | Non - Current Investments | As at 31 March 2018<br>Rs. | As at 31 March 2017<br>Rs. |
|--------------------------------------|---------------------------|----------------------------|----------------------------|
| Other Investment                     |                           |                            |                            |
| (a) Investment in Equity Instruments | 22,82,750                 | 22,82,750                  | 22,82,750                  |
| Total                                | 22,82,750                 | 22,82,750                  | 22,82,750                  |

### Details of Non - Trade Investment

| Sr. No.                              | Name of the Body Corporate   | Subsidiary / Associate / JV / Controlled Entity / Others | No. of Shares / Units |                | Quoted / Unquoted | Partly Paid / Fully paid | Extent of Holding (%) |                | Amount (Rs.)    |                 | Whether stated at Cost Yes / No | If Answer to Column (9) is 'No' - Basis of Valuation |
|--------------------------------------|--|--|-----------------------|----------------|-------------------|--------------------------|-----------------------|----------------|-----------------|-----------------|---------------------------------|--|
|                                      |  |  | 2017-18<br>(4)        | 2016-17<br>(5) |                   |                          | 2017-18<br>(8)        | 2016-17<br>(9) | 2017-18<br>(10) | 2016-17<br>(12) |                                 |  |
| (1)                                  | (2)  | (3)  |                       |                | (6)               | (7)                      |                       |                |                 |                 | (13)                            |  |
| (a) Investment in Equity Instruments |  |  |                       |                |                   |                          |                       |                |                 |                 |                                 |  |
| 1                                    | Eq share of Digi Corp P.Ltd (Shares of Rs.10 Each)                     | Others   | 700                   | 700            | Unquoted          | Fully Paid up            | -                     | -              | 17,00,000       | 17,00,000       | Yes                             | N.A  |
| 2                                    | Eq share of Anjali Infra P.Ltd (Shares of Rs.10 Each)                  | Others   | 8,000                 | 8,000          | Unquoted          | Fully Paid up            | -                     | -              | 80,000          | 80,000          | Yes                             | N.A  |
| 3                                    | Eq share of Kalpur commercial co-op Bank Ltd. (Shares of Rs.25 Each)   | Others   | 50,000                | 50,000         | Unquoted          | Fully Paid up            | -                     | -              | 12,50,000       | 12,50,000       | Yes                             | N.A  |
| 5                                    | Eq Share Of GESIA IT Association                                       | Others   | 5                     | 5              | Unquoted          | Fully Paid up            |                       |                | 100             | 100             | Yes                             | N.A  |
| 6                                    | Eq Share of Kesari Nandan Co-op Housing Society (Shares of Rs.50 Each) | Others   | 5                     | 5              | Unquoted          | Fully Paid up            | -                     | -              | 250             | 250             | Yes                             | N.A  |
| Total                                |  |  |                       |                |                   |                          |                       |                | 30,30,350       | 30,30,350       |                                 |  |

| Particulars  | 2017-18<br>Rs. | 2016-17<br>Rs. |
|--|----------------|----------------|
| Aggregate amount of unquoted investments                 | 30,30,350      | 30,30,350      |
| Provision for diminution in value of unquoted investment | 7,47,600       | 7,47,600       |
| Net Value Aggregate amount of unquoted investments       | 22,82,750      | 22,82,750      |

Less:



## Note No. 13

|     | Long Term Loans and Advances   | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|--|------------------------------|------------------------------|
| (a) | <b>Other Deposits</b><br>(Unsecured, considered good)                          | 31,85,688                    | 1,04,26,255                  |
| (b) | <b>Loans &amp; Advances to Related parties</b><br>(Unsecured, considered good) | 11,25,000                    | 1,25,000                     |
| (c) | <b>InterCorporate Loan</b><br>(Unsecured, considered good)                     | 26,38,417                    | -                            |
|     | <b>Total</b>   | <b>69,49,105</b>             | <b>1,05,51,255</b>           |

## Note No. 14

|     | Inventories                               | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|---|------------------------------|------------------------------|
| (a) | Stock in Trade *                          | 25,92,109                    | 21,51,078                    |
| (b) | Software Development Project in Process** | 6,29,22,258                  | 4,40,29,222                  |
|     | <b>Total</b>                              | <b>6,55,14,367</b>           | <b>4,61,80,300</b>           |

### Note No. 14.1

\*Stock in Trade valued at cost or Net Reliazable , Whichever is Lower

\*\* Software Development Project in Progress are Valued At Cost

## Note No. 15

|  | Trade Receivables  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|--|------------------------------|------------------------------|
|  | Trade receivables outstanding for a period less than six months from the date they are due for payment<br>- Unsecured, considered good | 22,42,61,730                 | 16,28,80,224                 |
|  | <b>Sub Total</b>   | <b>22,42,61,730</b>          | <b>16,28,80,224</b>          |
|  | Trade receivables outstanding for a period exceeding six months from the date they are due for payment<br>- Unsecured, considered good | 3,89,42,947                  | 3,99,76,447                  |
|  | <b>Sub Total</b>   | <b>3,89,42,947</b>           | <b>3,99,76,447</b>           |
|  |  |                              |                              |
|  | <b>Total(A)</b>  | <b>26,32,04,677</b>          | <b>20,28,56,671</b>          |

## Note No. 16

|     | Cash and cash equivalents  | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|-----|--|------------------------------|------------------------------|
| (a) | Cash on hand   | 8,236                        | 99,508                       |
| (b) | Balances with banks<br>This includes:                            |                              |                              |
|     | Balances in current accounts                                     | 4,90,67,211                  | 2,52,22,852                  |
|     | Balances in Unpaid Dividend Accounts                             | 3,000                        |                              |
|     | Balance In Fixed deposits **                                     | 2,00,000                     |                              |
|     | Balance In Fixed deposits with more than twelve month maturity** | 2,39,31,689                  | 2,61,33,182                  |
|     | <b>Total</b>   | <b>7,32,10,136</b>           | <b>5,14,55,542</b>           |
| **  | Fixed Deposits are held as security against Guarantee            | 43,85,887                    | 93,26,094                    |

## Note No. 17

|  | Short-term loans and advances                                      | As at 31 March<br>2018<br>Rs | As at 31 March<br>2017<br>Rs |
|--|--|------------------------------|------------------------------|
|  | <b>Others Loans &amp; Advances</b><br>(Unsecured, considered good) |                              |                              |
|  | Advance Tax & TDS Receivable (Net of Provisions)                   | 1,63,00,196                  | 1,24,95,629                  |
|  | Advance to employees   | 3,14,211                     | 2,70,224                     |
|  | Advance to Supplier  | 8,58,556                     | -                            |
|  | Others   | 2,76,15,054                  | 1,68,56,047                  |
|  | <b>Total</b>   | <b>4,50,88,017</b>           | <b>2,96,21,900</b>           |

## Note No. 18

|  | Revenue from Operations  | 2017-18<br>Rs       | 2016-17<br>Rs       |
|--|--------------------------|---------------------|---------------------|
|  | Sale of products         | 29,54,10,707        | 30,50,84,518        |
|  | Sale of services         | 49,24,38,215        | 33,21,67,978        |
|  | Other operating revenues | 21,01,891           | 19,79,461           |
|  | <b>Total</b>             | <b>69,58,65,387</b> | <b>63,92,31,957</b> |

## Note No. 19

|  | Other Income                             | 2017-18<br>Rs    | 2016-17<br>Rs    |
|--|--|------------------|------------------|
|  | Interest Income                          | 28,96,996        | 32,18,458        |
|  | Dividend Income                          | 1,50,000         | 1,50,000         |
|  | Share of Profit from Dev Accelerator LLP | 91,149           | -                |
|  | Profit on sale of assets                 | 2,44,522         | -                |
|  | Foreign Fluctuation gain                 | 1,88,649         | 16,55,273        |
|  | <b>Total</b>                             | <b>35,71,316</b> | <b>50,23,731</b> |

## Note No. 20

|  | Cost Of Goods & Services            | 2017-18<br>Rs       | 2016-17<br>Rs       |
|--|-------------------------------------|---------------------|---------------------|
|  | Purchase of Products                | 32,59,52,555        | 32,21,60,596        |
|  | Cost of IT Infra & Support Services | 15,55,10,400        | 5,76,13,035         |
|  | <b>Total</b>                        | <b>38,73,77,530</b> | <b>37,97,73,631</b> |

## Note No. 21

|  | Changes in Inventories of Stock in Trade & Work in Progress of Services | 2017-18<br>Rs       | 2016-17<br>Rs       |
|--|---|---------------------|---------------------|
|  | <b>Opening Stock</b>  |                     |                     |
|  | i)Products  | 21,51,078           | 32,15,308           |
|  | ii)Projects in process  | 4,40,29,222         | 3,02,33,414         |
|  |   | <b>4,61,80,300</b>  | <b>3,34,48,722</b>  |
|  | Less :  |                     |                     |
|  | <b>Closing Stock</b>  |                     |                     |
|  | i)Products  | 25,92,109           | 21,51,078           |
|  | ii)Projects in process  | 6,29,22,258         | 4,40,29,222         |
|  |   | 6,55,14,367         | 4,61,80,300         |
|  | <b>Total</b>  | <b>-1,93,34,067</b> | <b>-1,27,31,578</b> |

## Note No. 22

|  | Employee Benefits Expenses  | 2017-18<br>Rs | 2016-17<br>Rs |
|--|-----------------------------|---------------|---------------|
|  | Salaries and incentives     | 16,03,76,011  | 14,96,50,050  |
|  | Directors Remuneration      | 1,13,61,800   | 80,56,800     |
|  | <b>Contributions to :</b>   |               |               |
|  | Provident fund              | 61,09,784     | 69,20,596     |
|  | E.S.I.C.                    | 25,57,559     | 26,00,449     |
|  | Gratuity fund contributions | 70,91,708     | 22,74,553     |
|  | Leave Encashment Expense    | 11,10,055     | 8,73,565      |

|  |                        |                     |                     |
|--|------------------------|---------------------|---------------------|
|  | Staff welfare expenses | 19,04,281           | 16,67,734           |
|  | <b>Total</b>           | <b>19,05,11,198</b> | <b>17,20,43,747</b> |

## Note No. 23

|  | Finance Cost           | 2017-18<br>Rs      | 2016-17<br>Rs      |
|--|------------------------|--------------------|--------------------|
|  | Interest on Term Loan  | 77,24,470          | 1,01,23,552        |
|  | Other Interest expense | 44,49,528          | 45,85,727          |
|  | Other Borrowing Cost   | 46,95,691          | 15,49,527          |
|  | <b>Total</b>           | <b>1,68,69,689</b> | <b>1,62,58,806</b> |

## Note No. 24

|  | Other Expenses                       | 2017-18<br>Rs      | 2016-17<br>Rs      |
|--|--------------------------------------|--------------------|--------------------|
|  | Donation Expense                     | 1,17,550           | 9,30,900           |
|  | General Charges                      | 87,75,129          | 35,83,020          |
|  | Insurance Expense                    | 14,68,812          | 9,08,670           |
|  | Marketing & Distribution Expense     | 28,74,876          | 15,35,637          |
|  | Bookkeeping Services                 | 4,83,342           | 3,23,950           |
|  | Postage & Telephone Expense          | 26,66,629          | 43,11,715          |
|  | Electricity Expenses                 | 23,41,223          | 21,32,662          |
|  | Printing & Stationery Expense        | 12,47,390          | 4,26,662           |
|  | Legal & Professional Charges         | 11,51,246          | 14,13,658          |
|  | Rent Rates & Taxes                   | 37,74,212          | 36,85,951          |
|  | Dimunition In Investment             | -                  | 7,47,600           |
|  | Auditor Remuneration                 | 1,01,980           | 1,00,000           |
|  | <u>Repairs &amp; Maintenance</u>     |                    |                    |
|  | -Building                            | 6,19,887           | 2,48,406           |
|  | -Furniture & Fixture                 | 7,300              | 1,71,235           |
|  | -Others                              | 2,00,124           | 3,28,761           |
|  | Subscription & Membership Fees       | 10,55,031          | 13,06,566          |
|  | Travelling & Conveyance              | 2,41,13,322        | 1,35,80,720        |
|  | Directors Foreign Travelling Expense | 4,94,886           | 9,38,175           |
|  | <b>Total</b>                         | <b>5,14,92,938</b> | <b>3,67,93,700</b> |

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# ATTENDANCE SLIP & PROXY FORM

## DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej, Ahmedabad-380059 Gujarat, India

Tel No: +91-79-26304241/ 26305751; E-mail: cs@devitpl.com ;

Website: [www.devitpl.com](http://www.devitpl.com)

### ATTENDANCE SLIP

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

|               |  |            |  |
|---------------|--|------------|--|
| Folio No      |  | *DP ID     |  |
| No. of Shares |  | *Client ID |  |

Full name of the member attending \_\_\_\_\_

Full name of the first joint-holder \_\_\_\_\_  
(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy \_\_\_\_\_  
(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 21<sup>ST</sup> ANNUAL GENERAL MEETING being at Block-12 Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej, Ahmedabad-380059, Gujarat, India on **Saturday, 29<sup>th</sup> September, 2018 at 4:00 P.M.**

\_\_\_\_\_  
**Member's / Proxy Signature**  
(To be signed at the time of handing over of this slip)

\* Applicable to holders holding shares in demat/electronic form

Notes:-

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
3. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
4. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.

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# ATTENDANCE SLIP & PROXY FORM

## DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej, Ahmedabad-380059 Gujarat, India

Tel No: +91-79-26304241/ 26305751; E-mail: cs@devitpl.com ;

Website: [www.devitpl.com](http://www.devitpl.com)

### Form MGT-11 PROXY FORM

[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014]  
21st Annual General Meeting

Name of the member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No.: \_\_\_\_\_

DP Id/Cient Id: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

## ATTENDANCE SLIP & PROXY FORM

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 04:00 p.m. at 12, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat 380059 India and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No.                  | Resolution   | For | Against |
|--------------------------|--|-----|---------|
| <b>ORDINARY BUSINESS</b> |  |     |         |
| 1                        | Adoption of Annual Accounts, Auditor's & Director's Report   |     |         |
| 2                        | Declaration of Dividend @ 5%   |     |         |
| 3                        | Re-appointment of Mr. Pranav N. Pandya, as an Executive director, retire by rotation   |     |         |
| 4                        | Modification to the resolution related to appointment of Statutory Auditors (M/s. Chandulal M. Shah & Co.), passed at 19 <sup>th</sup> AGM held on September 30 <sup>th</sup> , 2016 |     |         |
| <b>SPECIAL BUSINESS</b>  |  |     |         |
| 5                        | To extend the approval of Dev Information Technology Employee Stock Option Plan — 2018 ('ESOP 2018' or 'Plan')   |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix revenue  
Stamp of not  
less than Re. 1

\_\_\_\_\_  
Signature of Shareholder

**Note:**

1. This form of proxy in order to be effective should be duly completed deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For, the resolutions, statement setting out material facts concerning items of Special business, please refer the Notice convening 21<sup>st</sup> Annual General Meeting.

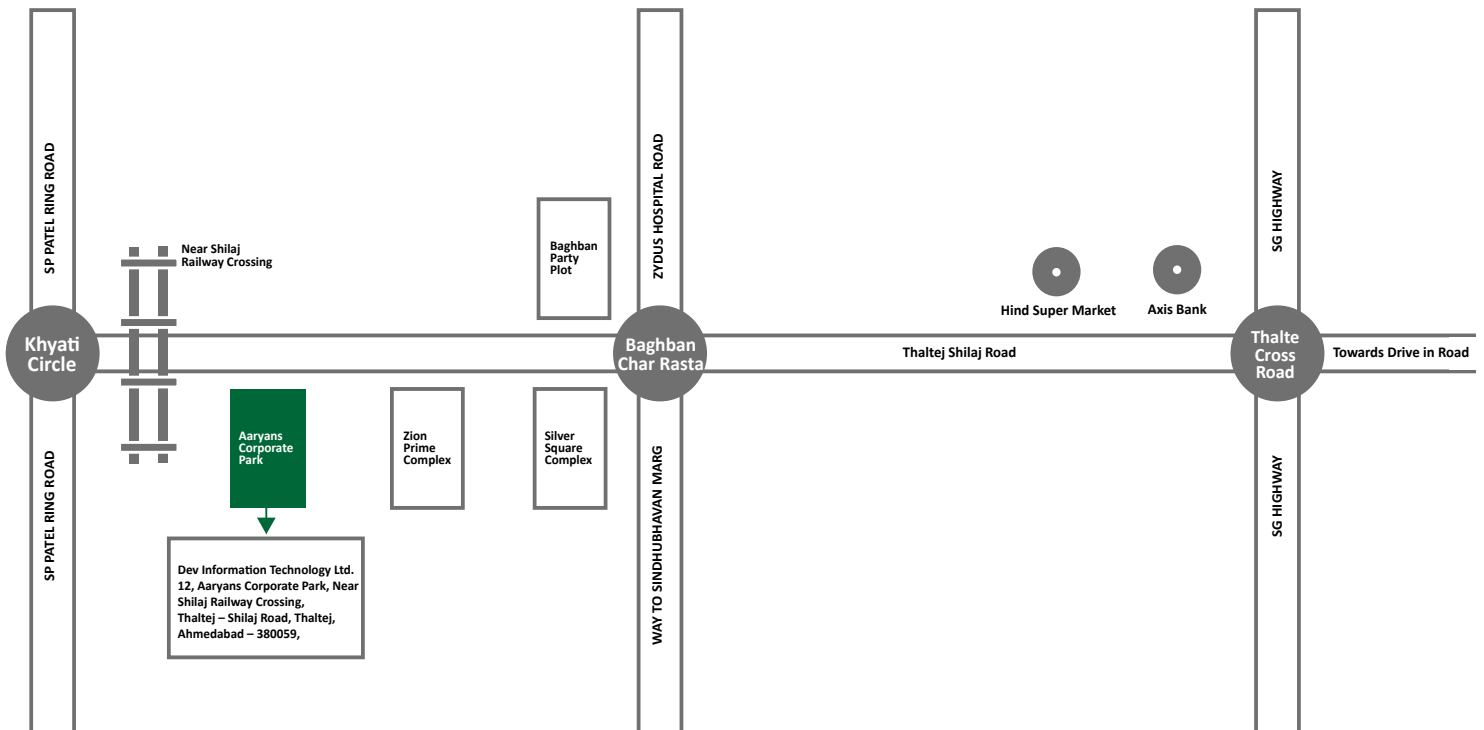
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## AGM VENUE:

### DEV INFORMATION TECHNOLOGY LTD.

12, Aaryans Corporate Park, Near Shilaj Railway Crossing,  
Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380059,  
Gujarat, INDIA





***IT* Simplified...**

*Corporate and Registered Office*

## **Dev Information Technology Limited**

14, Aaryans Corporate Park, Near Shilaj Railway Crossing,  
Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380059, Gujarat, INDIA

Tel: +91-79-26 30 4241 | +91-79-26 30 5751 |

+91-942 989 9852 | +91-942 989 9853 | +91-987 910 7870

*Rajasthan, India*

### **Dev Information Technology Limited**

90, Neelkanth Colony, Queens Road,  
Nr. Purani Chungi, Jaipur-302-021, INDIA  
Phone: +91-9001092525

*Maharashtra, India*

### **Dev Information Technology Limited**

14 Flat No12 Shreedatta Apartment,  
Shivajinagar, Mumbai Pune Road,  
Pune-411005, Maharashtra